GROUP
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To,

Date: 11th August, 2026

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra Kurla Complex,
Mumbai-400051

Dear Sir/ Madam,

Ref: Sumit Woods Limited
Symbol: SUMIT

Sub: Notice of the 30th Annual General Meeting('AGM') of the Company for FY 2025-26.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice and the Explanatory Statement of the 30th Annual General Meeting of the Company scheduled to be held on Thursday, September 03, 2026 at 03:00 p.m. (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") to transact the business set out in the Notice of the AGM.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its Shareholders before AGM to cast their votes on all resolutions set out in the Notice of the AGM. Additionally, the Company is providing the facility of voting through the e-voting system during the AGM ("e-voting"). The e-Voting instructions is set out in the AGM Notice.

The Annual Report for the financial year 2025-26 is also available on the website of the Company at https://www.sumitwoods.com/investors.php.

Further in compliance with Regulation 36 of SEBI (LODR), a letter is being sent to Members whose email address is not available /registered with the Company/Registrar and Share Transfer Agent/ Depository Participant(s) providing the weblink where the Annual Report for the Financial Year 2025-26 and the Notice of 30th AGM can be accessed on the Company's website.

We request you to kindly take the above information on record.

This is for your information and records.

Thanking you,

Yours faithfully,

Sumit Woods Limited

Rekha Jayesh Bagda

Digitally signed by Rekha Jayesh Bagda
Date: 2026.08.11 18:00:42 +05'30'

SUMIT WOODS LIMITED
CIN No.: L 36101 MH1997PLC 152192

Rekha Bagda
Company Secretary & Compliance Officer
Membership no. ACS61024

Sumit Woods Limited.
B - 1101, Express Zone, Diagonally Opp. to Oberoi Mall, W.E.Highway, Malad (East), Mumbai - 400 097.
Tel.: 022- 2874 9966 / 77 ● Fax : 022-2874 3377 ● Email : contact@sumitwoods.com ● www.sumitwoods.com
CIN No. : L36101MH1997PLC152192

NOTICE OF THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF SUMIT WOODS LIMITED

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of **Sumit Woods Limited ("Company")** will be held on Thursday, September 03rd, 2026, at 3.00 p.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the company situated at B -1101, Express Zone, Western Express Highway, Diagonally Opp. To Oberoi Mall, Malad (East), Mumbai-400 097.

ORDINARY BUSINESS:

1. **TO ADOPT THE STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON:**

To receive, consider, and adopt the Audited Standalone Financial Statements for the year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements for the year ended March 31, 2026, and the reports of auditors thereon.

2. **DECLARATION OF FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026:**

To consider and declare Final Dividend of ₹0.20/- per equity share of ₹10/- each for the financial year ended March 31, 2026, as recommended by the Board of Directors

3. **RE-APPOINTMENT OF MRS. KAVITA BHUSHAN NEMLEKAR (DIN: 02067121) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION, WHO HAS OFFERED HERSELF FOR RE-APPOINTMENT.**

To appoint a director in place of Mrs. Kavita Bhushan Nemlekar (DIN: 02067121) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **Re-Appointment of Mr. Vineshkumar Singhal (DIN: 08956256) as a Non-Executive Independent Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17 and other applicable regulations, as amended from time to time (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Vineshkumar Singhal (DIN: 08956256), who holds office as an Independent Director of the Company up to September 27, 2026, and who has submitted a declaration confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of five (5) years commencing from September 28, 2026 up to September 27, 2031, not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, execute all such documents, forms and writings, and file necessary returns/forms with the Registrar of Companies and other statutory authorities, as may be required to give effect to this resolution."

Regd. Office:
B - 1101, Express Zone,
Diagonally Opp. to Oberoi Mall,
W.E. Highway, Malad (East),
Mumbai – 400097

Date: 05TH August, 2026
Place: Mumbai

By Order of the Board of Directors for
Sumit Woods Limited

Sd/-
Bhushan Nemlekar
CFO& Whole-Time Director
DIN: 00043824

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("**MCA Circulars"**) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("**SEBI Circular**") and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations/SEBI Listing Regulations"), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/ AGM shall be conducted through VC / OAVM. The deemed venue for the 30th AGM shall be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the 30th AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 30th AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the 30th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the 30th AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 30th AGM has been uploaded on the website of the Company at www.sumitwoods.com The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. 30th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

8. The relevant details of the Director seeking re-appointment by way of retirement by rotation, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure-2** to this Notice, which forms an integral part hereof.

9. The **Register of Members and Share Transfer Books of the Company will remain closed from , 28th August 2026, to, 03rd September, 2026** (both days inclusive) for the 30th Annual General Meeting of the Company.

10. The Company has fixed Friday, 28th August, 2026, as the '**Record Date'** for determining entitlement of Members to the final dividend for the financial year ended March 31, 2026, if approved at the 30th AGM. If the final dividend, as recommended by the Board of Directors, is approved at the 30th AGM, payment of such dividend, subject to deduction of tax at source, will be made on or before Friday, 02nd October 2026.

11. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 30th AGM and prior to the **Cut-off date** i.e. Friday, 28th August, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system, on the date of the AGM by following the procedure mentioned below.

12. The remote e-voting period begins on 31st August, 2026, at 09:00 A.M. and ends on 02nd September, 2026 at 05:00 P.M. In addition, the Members attending the 30th AGM who have not cast their vote by remote e-voting shall be eligible for e-voting at the 30th AGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

13. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to cs@sumitwoods.com.

14. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS F11990) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the meeting and remote e-voting process in a fair and transparent manner.

15. The scrutinizer shall after the conclusion of e-voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later two working days from the date of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

16. Pursuant to MCA Circulars, issued by the Ministry of Corporate Affairs respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast a vote for the members is not available for this AGM and hence the proxy form and attendance slip, including the route map, are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at cs@sumitwoods.com.

17. Relevant details of the director seeking re-appointment by way of retire by rotation as required under SEBI LODR Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.

18. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/ update of address, details of bank and PAN should be given to their respective Depository Participant.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

20. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 28th August, 2026.

21. The results declared along with the report of the scrutinizer shall be placed on the website of the Company www.sumitwoods.com on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately communicated to the NSE.

22. SEBI has introduced the Online Dispute Resolution (‘ODR’) portal for dispute resolution in addition to the existing SEBI Complaints Redress System(‘SCORES’) platform, which can be utilised by the investors and the Company for dispute resolution. The SMART ODR Portal can be accessed at: https://smartodr.in/login.

23. Members may note Income Tax Act, 2025 mandates that dividend paid or distributed by a Company shall be taxable in the hands of the Shareholders. The Company shall, therefore, be required to deduct Tax at Source (TDS) at the time of making payment of Final Dividend, if declared by the Shareholders. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 2025.

    a) **For Resident Shareholders**, TDS shall be deducted under Section 393(1) read with Section 393(4) of the Income Tax Act, 2025, at the rate in force (at present 10%) on the amount of dividend declared and paid by the Company during Tax Year 2026-27, provided the Permanent Account Number (PAN) is registered by the Shareholder. If PAN is not registered, TDS would be deducted at the rate in force (at present 20%) as per Section 397(2) of the

Income Tax Act, 2025.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by such resident individual during the Financial Year 2026-27 does not exceed ₹5,000. Please note that this includes future dividends, if any, which may be declared by the Company during the Financial Year 2026-27. Separately, in cases where a Shareholder provides Form 15G (applicable to any resident person other than a company or a firm) / Form 15H (applicable to a resident individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted.

b) **For Mutual Fund Shareholders**, no tax shall be deducted on the dividend paid, provided the mutual fund provides a self-declaration that it is registered with SEBI and as specified under Schedule VII to Section 11 of the Income Tax Act, 2025, along with a self-attested copy of the PAN card and certificate of registration with SEBI.

c) **For Foreign Institutional Investors (FII) / Foreign Portfolio Investors**, tax will be deducted under Section 393(2) of the Income Tax Act, 2025, at the applicable rate, including surcharge and cess, or Tax Treaty Rate, whichever is lower, provided the relevant documents are received.

d) **For Insurance Companies**, no tax shall be deducted on the dividend paid if the company provides a self-declaration that it qualifies as an 'Insurer' as per Section 2(7A) of the Insurance Act, 1938, and has full beneficial interest with respect to the equity shares owned by it, along with a self-attested copy of the PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.

e) **For Other Non-Resident Shareholders**, taxes are required to be withheld in accordance with the provisions of Section 393(2) of the Income Tax Act, 2025, at the rates in force. However, as per Section 159 of the Income Tax Act, 1961, the Non-Resident Shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the Shareholder if they are more beneficial to them. For this purpose, i.e., to avail the Tax Treaty benefits, the Non-Resident Shareholder will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Shareholder is resident;
- Copy of Form 41 duly e-filled on e-filing portal of the Indian Income Tax department.
- Self-attested copy of the Permanent Account Number (PAN) Card allotted by the Indian Income Tax authorities;
- Self-declaration, certifying the following points:

    1. Member is and will continue to remain a tax resident of the country of its residence during the Tax Year 2026-27

    2. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;

    3. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;

    4. Member is the ultimate beneficial owner of its shareholding in the Company and

dividend receivable from the Company; and

5. Member does not have a taxable presence or a permanent establishment in India during the Tax Year 2026-27.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non-Resident Shareholder.

Shareholders may make an online submission of Form 15G / 15H and Form 10F, along with the requisite supporting documents as mentioned above, as applicable, on the website of M/s. Bigshare Services Private Limited at www.bigshareonline.com. The Shareholders may also download these forms from RTA's website and send physical copies of the duly filled forms/ documents to RTA's Registered Office at its Registered Office Mumbai, Maharashtra, India. The aforesaid declarations and documents need to be submitted by the Shareholders on or before Wednesday, 26th August, 2026, by 11:59 p.m. (IST) to M/s. Bigshare Services Private Limited. It may please be noted that Forms received after the said date and incomplete or incorrect forms shall not be considered and shall not be eligible for non-deduction or lower deduction of tax.

It may be further noted that in case the tax on said dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents from a Shareholder, there would still be an option available with such Shareholder to file the return of income and claim an appropriate refund, if eligible.

The Company/RTA shall arrange to email the soft copy of TDS certificate to a Shareholder on its registered email ID in due course, post payment of the said Dividend.

24. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Bigshare Services Private Limited Members holding in electronic form may contact their respective Depository Participants for availing this facility.

25. The Securities and Exchange Board of India ("SEBI") has made it mandatory for all listed companies to use the Bank Account details furnished by the Depositories and the Bank Account details maintained by the RTA for payment of Dividend through Electronic Clearing Service (ECS) to investors wherever ECS and Bank details are available. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of / change in such Bank Account details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participant(s) about such change, with complete details of Bank Account.

26. Shareholders holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations or NEFT. The dividend would be credited to their bank account as per the mandate given by the Shareholders to their Depository Participant(s). For Shareholders

who have not updated their bank account details, Dividend Warrants / Demand Drafts will not be issued.

27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, Members holding shares in dematerialized form are requested to submit their PAN details to the Depository Participant(s) with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN details to M/s. Bigshare Services Private Limited.

28. Shareholders holding shares in electronic form are hereby informed that the bank account details registered with their respective Depository Participant(s) will be used by the Company for payment of dividend. Accordingly, Shareholders are advised to ensure that their bank account details are correctly provided to and registered with their Depository Participant(s), in order to facilitate timely and secure payment of dividend.

29. Shareholders holding shares in physical form, who have not provided their bank particulars, are requested to register/update their bank details, including the name of the bank and branch, bank account number, 9-digit MICR number, 11-digit IFSC Code and nature of account, with M/s. Bigshare Services Private Limited through its website at www.bigshareonline.com. The Shareholders are required to submit a duly signed request letter mentioning their name and address, along with a scanned copy of the Share Certificate (front and back), self-attested copy of PAN Card, self-attested copy of any document (e.g. Driving Licence, Election Identity Card, Passport) in support of their address, and a copy of the latest cancelled cheque bearing the Shareholder's name. Shareholders holding shares in electronic form are requested to register/ update their bank account details with their respective Depository Participant(s).

30. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2020, except in cases of transmission and transposition of securities. In view of the same, and to avail the various benefits of dematerialization and facilitate ease of portfolio management, Shareholders are advised to dematerialize the shares held by them in physical form. Shareholders may contact the Company or M/s. RTA for assistance in this regard. Shareholders holding shares in more than one folio in the same name(s) are requested to provide the details of their respective folios along with the relevant share certificates to enable the Company to consolidate their holdings into a single folio.

31. Pursuant to the circular issued by the Securities and Exchange Board of India (SEBI) bearing no. SEBI/HO/ MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a six-month window from July 7, 2025, to January 6, 2026, was provided for re-lodgement of physical share transfer requests. Subsequently, SEBI vide its circular dated January 30, 2026, has further extended this facility by opening a 'Special Window' for a fresh period of one year, from February 5, 2026, to February 4, 2027, to facilitate re-lodgement of such requests. This facility is applicable only to transfer deeds that were lodged prior to April 1, 2019, and were rejected, returned, or remained unprocessed due to deficiencies. Members holding such requests may resubmit them along with the requisite documents by following the prescribed process. Upon due verification, the shares will be transferred only in dematerialised form.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA at cs@sumitwoods.com.
2. **For Demat shareholders** -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 31st August, 2026, at 09:00 A.M. and ends on 02nd September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 28th August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28th August, 2026.

<u>How do I vote electronically using NSDL e-Voting system?</u>

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in demat mode with NSDL.	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

1. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

1. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
1. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
2. Now, you will have to click on "Login" button.
3. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Vijay Yadav- **executive@avsassociates.co.in** with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Assistant Vice

President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@sumitwoods.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sumitwoods.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and

Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. a) Shareholders who would like to like to speak/ express their views/have questions need to register their request in advance latest by (Friday) 28th August, 2026 by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, by sending an email to the Company at **cs@sumitwoods.com** The same will be replied by the company suitably. Only those members who are registered as speaker will be allowed to express their views or ask questions at the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (“the Act”) and Regulation 36 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the Business mentioned under Item No. 4 of the accompanying Notice.

ITEM NO. 4 of Special Business:

The Members of the Company had appointed **Mr. Vineshkumar Singhal (DIN: 08956256)** as an Independent Director of the Company for a first term of five consecutive years commencing from **25th Annual General Meeting i.e. 28th September 2021** up to **30th Annual General Meeting** , in accordance with the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its Meeting held on **05th August 2026**, after taking into account the performance evaluation of Mr. Vineshkumar Singhal during his first term, his skills, expertise, experience, integrity and valuable contribution to the deliberations of the Board and its Committees, has approved and recommended to the Members his re-appointment as an Independent Director of the Company for a **second consecutive term of five (5) years**, commencing from 28th **September 2026** up to 27th **September, 2031**, subject to the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Vineshkumar Singhal possesses the requisite qualifications, integrity, expertise and experience and fulfils the conditions specified in the Act, the Rules made thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director. The Board further believes that his continued association with the Company will be of immense benefit to the Company.

Mr. Vineshkumar Singhal has furnished:

- his consent to act as a Director in terms of Section 152 of the Act;
- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- a declaration that he is not disqualified from being appointed as a Director under Section 164 of the Act; and
- confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other statutory authority.

In the opinion of the Board, Mr. Vineshkumar Singhal fulfils the conditions specified under the Act, the Rules made thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company.

The Company has received all necessary disclosures, declarations and confirmations from Mr. Vineshkumar Singhal as required under the Companies Act, 2013 and the SEBI Listing Regulations. The terms and conditions of his re-appointment and other relevant documents are available for inspection by the Members during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members.

Pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the requisite details of Mr. Vineshkumar Singhal, including his brief profile, qualifications, expertise, directorships and committee memberships, are provided in the **Annexure- 1** forming part of the Notice.

Except Mr. Vineshkumar Singhal and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No.1 of the Special business of the Notice for approval of the Members.

Regd. Office:
B - 1101, Express Zone,
Diagonally Opp. to Oberoi Mall,
W.E. Highway, Malad (East),
Mumbai – 400097

Date: 05th August, 2026
Place: Mumbai

By Order of the Board of Directors for
Sumit Woods Limited

Sd/-
Bhushan Nemlekar
CFO& Whole-Time Director
DIN: 00043824

Annexure - 1

DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 UNDER SECRETARIAL STANDARD-2.

Name of the Director	Mr. Vineshkumar Singhal
Director Identification Number (DIN)	08956526
Date of Birth	21/09/1959
Nationality	Indian
Date of Appointment on Board	28/09/2021
Shareholding in the Company	4,050 Shares
Qualification	Graduate in Bachelor of Commerce from Mumbai University
Brief Resume & Expertise in specific functional areas	Mr. Vineshkumar Singhal has 40 years of experience in diverse general management functions spanning from procurement, techno- commercial evaluation of textile projects, business development, sales marketing and distribution of free-to-air (FTA) television channel, human resources, and business consulting. Rich experience across industries in diverse general management functions spanning from procurement, techno-commercial evaluation of textile projects, business development, sales marketing and distribution of free-to-air (FTA) television channel, human resources, and business consulting
Terms and Condition of Appointment	As per the resolution at Item no. 1 of the special business of the Notice convening this Annual General Meeting, Mr. Vineshkumar Singhal is proposed to be re-appointed, who is not liable to retire by rotation.
Name of listed entities in which the person also holds the directorship along with listed entities from which the person has resigned in the past three years;	Nil
Memberships/ Chairmanships Of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	Nil
Relationships between directors inter-se	Mr. Vineshkumar Singhal is not related to any director of the Company.
Number of Board Meetings attended during FY-26 and FY-27(upto the date of this AGM Notice)	In FY 2025-26 – 5 Meetings In FY 2026-27 till AGM – 2 Meetings

Number of Committee Meetings attended during FY-26 and FY-27(upto the date of this AGM Notice)	In FY 2025-26 – 9 Meetings In FY 2026-27 till AGM – 4 Meetings
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	The proposed person possesses the requisite knowledge, skills, experience and expertise necessary to effectively discharge the duties of an Independent Director. The person has relevant experience in industry and management and a sound understanding of business, regulatory and corporate governance matters. The person demonstrates independent judgment, integrity and objective decision-making capabilities. Accordingly, the proposed person meets the skills and capabilities required for the role of Independent Director.
Details of remuneration paid and to be paid	Sitting fees shall be payable for each meeting attended.
Directorships held in other companies* (upto the date of this AGM Notice)	01

***Does not include Foreign Companies and Section 8 Companies.**

Annexure - 2

Name	Mrs. Kavita Bhushan Nemlekar
City	Mumbai
Din	02067121
Age / Date of Birth	29/01/1980
Contact	9821885901
Email	kavitanemlekar@gmail.com
Profile	**Educational Qualification:** Diploma in Architecture (2003) from Maharashtra State Board of Technical Education. **Expertise:** Architectural Design & Interior Design **Experience:** 22 Years
Organisation And Designation	1) Sumit Woods Limited – Non-Executive Director 2) Homesync Real Estate Advisory Private Limited as Additional Director W.E.F. 25/02/2026 3) Sumit Eminence Private Limited as Additional Director W.E.F. 25/02/2026 4) Mitasu Developers Private Limited as Additional Director W.E.F. 25/02/2026
Directorships held in other Companies (excluding foreign and Section 8 Companies)	1) Homesync Real Estate Advisory Private Limited as Additional Director W.E.F. 25/02/2026 2) Sumit Eminence Private Limited as Additional Director W.E.F. 25/02/2026 3) Mitasu Developers Private Limited as Additional Director W.E.F. 25/02/2026
Memberships/Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	13,92,636
Number of Meetings of the Board of Directors attended during FY 2025-26	1 Meeting (09th February 2026)
Relationship with other Directors, Manager or Key Managerial Personnel, if any	Spouse of Mr. Bhushan Nemlekar
Terms and conditions including remuneration	Re-Appointment as Non-Executive Non-Independent Director Remuneration: In line with the internal guidelines of the Company, no payment is made towards commission / sitting fee to the Non -Executive Directors of the Company