



SUUMAYA CORPORATION LIMITED

(FORMERLY KNOWN AS RANGOLI TRADECOMM LIMITED)

CIN: L51909WB2009PLC137310

Regd. Off: 542, Grand Trunk Road Near Mullick
Fatak, Howrah Railway Station, Bally Jagachha,
Howrah West Bengal-711101

Corporate Off: B-20 Lotus Corporate Park, Near Jai
Coach, Western Express Highway, Goregaon,
Mumbai – 400063.

Tel. No. [+91-22-69218000](tel:+91-22-69218000) | Website: www.suumayacorporation.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, as Defined Below]

Dear Member(s),

Notice (“Notice” or “Notice of Postal Ballot”) is hereby given to the Members of **Suumaya Corporation Limited** (“the Company”) that pursuant to provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (which shall include any statutory modification(s), amendment(s) or re-enactment thereof), also read with Secretarial Standard -2 issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”, as amended), and General Circulars No.14 / 2020 dated April 8, 2020, General Circulars No. 17 / 2020 dated April 13, 2020, General Circulars No.22 / 2020 dated June 15, 2020, General Circular No. 33/2020 dated September, 15 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No.11/2022 December 28, 2022 (“General Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), for seeking approval of the Members of the company to transact the business as set out hereunder in the Notice through remote electronic voting (“E-voting”) only.

An explanatory statement pursuant to Sections 102 and 110 of the Act and other applicable provisions, if any, of the Act pertaining to the proposed resolutions setting out the material facts and reasons thereof, is appended to this Notice for your consideration.

Scrutinizer for conducting the Postal Ballot:

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Tuesday, August 29, 2023, has appointed M/s. Rinkesh Gala and Associates (Membership No. ACS 42486, COP 20128), Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot only through remote e-voting process in a fair and transparent manner.

The result of the Postal Ballot will be announced by the Chairman & Managing Director or any other Director or person authorised by the Chairman & Managing Director in this regard, not later than two working days of conclusion of the voting through E-voting i.e. on or before December 26, 2023 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e. www.suumayacorporation.com as well as on website of CDSL i.e. www.evotingindia.com and shall be communicated to Bombay stock Exchange (BSE) where the Equity Shares of the Company are listed.

The resolutions, if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. Key details regarding the Postal Ballot/ E-voting:

Sr. No.	Particulars	Details
1	Scrutinizer Details	M/s. Rinkesh Gala and Associates, Practicing Company Secretaries. (Membership No. ACS 42486, COP 20128)
2	Cut-off date for eligibility for e-voting	November 17, 2023
3	Time period for e-voting	November 24, 2023 9.00 a.m. to December 23, 2023 5.00 p.m.
4	Last date for publishing results of the e-voting	December 26, 2023
5	In case of any grievances or queries contact	helpdesk.evoting@cdslindia.com

SPECIAL BUSINESS:

ORDINARY RESOLUTION(S):

1. Approval for Material Related Party Transactions with Suumaya Industries Limited for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Suumaya Industries Limited in the Ordinary Course of Company’s business and on Arm’s Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 100 crores (Rupees One Hundred Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

2. Approval for Material Related Party Transactions with Suumaya Agro Limited for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Suumaya Agro Limited in the Ordinary Course of Company’s business and on Arm’s Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 100 crores (Rupees One Hundred Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. Approval for Material Related Party Transactions with Musk Investment Private Limited for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Musk Investment Private Limited in the Ordinary Course of Company’s business and on Arm’s Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 50 crores (Rupees Fifty Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Approval for Material Related Party Transactions with Suumaya Trends Private Limited for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Suumaya Trends Private Limited in the Ordinary Course of Company’s business and on Arm’s Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 50 crores (Rupees Fifty Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Approval for Material Related Party Transactions with Mr. Ushik Mahesh Gala for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Mr. Ushik Mahesh Gala in the Ordinary Course of Company’s business

and on Arm's Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 10 crores (Rupees Ten Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Approval for Material Related Party Transactions with Ms. Ishita Mahesh Gala for the FY 2023-2024:

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

“**RESOLVED THAT** pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or re-enactment, approval of the members of the Company be and is hereby accorded to the Material Related Party Transactions, in the nature of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received or any other transaction with Ms. Ishita Mahesh Gala in the Ordinary Course of Company's business and on Arm's Length basis for Financial Year 2023-2024, provided that aggregate amount of all such Transactions during the Financial Year shall not exceed Rs. 10 crores (Rupees Ten Crores).

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL RESOLUTIONS:

7. Alteration of objects clause of memorandum of association (MOA) of the company and consequent amendment of the MOA:

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

“**RESOLVED THAT** pursuant to provisions of Section 13 of the Companies Act, 2013, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with rules framed there under, subject to the approval of the Registrar of Companies (RoC), Kolkata, and the statutory or regulatory authority, as may be required under applicable laws, the consent of members of the Company be and is hereby accorded hereby accorded for amendment of Main Objects of Memorandum of Association of the Company as under:

Clause III (A) of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’ and following new Clause No 2 be substituted for the existing clause No. 2 and accordingly renumber clauses of Objects clause:

1. To carry on the business as cultivators, harvesters, manufacturers, producers, processors, re-processors, buyers, sellers, retailers, wholesalers, suppliers, exporters, importers, job workers, contractors, assemblers, finishers, exchangers, warehousemen, preservers, stockists, packers, re-packers, merchandisers, traders, coordinators, indentors, distributors, exchangers, agents, sub agents, brokers, commission agents, auctioneers, trustees, forwarders, dealers, supply chain managers, logistics providers, concessionaires, showroom owners, franchisors, representatives, inquiry agents, service providers, publicity and advertising agents of all kinds of dairy products, agro commodities and agricultural produce, medicinal and aromatic plants, flowers, fruits, leaves, stems, roots, seeds and plants or its by products, beverages, edible goods, materials or utilize any waste arising from any such manufacture, production or process and blends and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to provide consulting and support services.

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or any director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment / suggestion / observation made by Registrar of Companies, to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Approval of migration from BSE SME platform to the main board of BSE Limited

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

“**RESOLVED THAT** pursuant to 277 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of migration of the Company’s present listing from SME Platform of Bombay Stock Exchange of India (BSE) to the Main Board of BSE and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorised to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to The Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any applications and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any Director or Company secretary of the Company be and is/ are hereby severally authorized to do all such acts, deeds as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

9. Regularization of appointment of Mr. Ishtiaq Ali as an Independent Non-Executive 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 Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) of SEBI (LODR) Regulations, 2015 (As Amended) (SEBI (LODR)) and such other applicable Regulations of SEBI LODR and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ishtiaq Ali (holding DIN: 02965131), who was appointed as an Additional Director in category of a Non-Executive Independent Director of the Company with effect from November 06, 2023 under Section 161 of the Act and till the conclusion of the next General Meeting of the Company or for a period of 3 months from the date of appointment, whichever is earlier and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from November 06, 2023.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this Resolution.”

**Registered Office & Corporate Office:
542, Grand Trunk Road Near Mullick
Fatak, Howrah Railway Station Bally
Jagachha Howrah WB 711101 IN
CIN: L51909WB2009PLC137310
Tel No: +912269218000**

By Order of the Board

For Suumaya Corporation Limited

**Date : November 22, 2023
Place : Mumbai**

**Ushik Mahesh Gala
Chairman & Managing Director
DIN: 06995765**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts relating to the aforesaid Resolutions and the relevant details of the Directors seeking appointment/reappointment as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India is annexed hereto and forms part of this Notice.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

2. Approval of Members of the Company is solicited by passing resolutions with requisite majority through Postal Ballot/ E-Voting for business set out in Item No. 1 to 6, 7, 8 and 9 of this Notice.

The Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficial Owners as per the records maintained by the depositories as on November 17, 2023 (“the cut-off date”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company (www.suumayacorporation.com), websites of the Stock Exchange i.e. BSE in the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed.

3. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services Limited (the CDSL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
4. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in this Notice.
5. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e., November 17, 2023 (“cut-off date”) only shall be entitled to avail the facility of voting through E-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
6. The e- voting period shall commence from November 24, 2023 at 9.00 a.m. and ends on December 23, 2023, at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on December 23, 2023 shall be considered invalid.
7. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer by email to rinkeshgala94@gmail.com or to scl.cs@suumaya.com or to investor@bigshareonline.com.
8. The voting on items included in the Notice cannot be exercised through proxy.
9. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through E-Voting to the Chairman and Managing Director or director or Company Secretary of the Company after completion of the scrutiny. The result on the resolutions proposed to be passed through E-voting shall be announced on or before December 26, 2023 at the Registered Office of the Company at Wing A, B & F, Unit No.2001,2002, 20th Floor Lotus Corporate Park, Goregaon East Mumbai MH400063 IN. The Resolutions, if passed by requisite majority shall be deemed to have been passed on December 23, 2023.

10. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
11. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited. Shareholders may write the request to scl.cs@suumaya.com and investor@bigshareonline.com for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
12. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Rakesh Dalvi, Sr. Manager, (CDSL) , P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: helpdesk.evoting@cdslindia.com, Helpdesk: 1800 22 5533.
13. All the material documents referred to in the explanatory statement, if any, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to scl.cs@suumaya.com.

General information and instructions relating to e-voting:

- I. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Central Depository Services Limited for all the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Postal Ballot Notice of the Company.
- II. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its Members in respect of the resolutions proposed to be passed in terms of Postal Ballot Notice.
- III. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., November 17, 2023 only shall be entitled to avail the facility of e-voting.

IV. Procedure for voting through electronic means:

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL.

V. Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

VI. After entering these details appropriately, click on “SUBMIT” tab.

- VII. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in dematerialized form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- VIII. For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- IX. Click on the Electronic Voting Sequence Number ("EVSN") for the relevant Company Name i.e. "Suumaya Corporation Limited" on which you choose to vote on which you choose to vote.
- X. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- XIV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- XV. If a demat account holder has forgotten the same password then enter the User ID and the image verification code and click on FORGOT PASSWORD & enter the details as prompted by the system.

Note for non-individual Members and custodians:

- Non-individual Members (i.e. other than individuals, HUF, NRI, etc.) and custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details, a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rinkeshgala94@gmail.com or scl.cs@suumaya.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Manner of registering / updating email addresses /mobile no. is as below:

- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

Important Note:

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 to 9 of the accompanying Notice:

Item No. 1 to 6:

Suumaya Industries Limited (formerly known as Suumaya Lifestyle Limited) is one of the fastest growing conglomerates of India and has 13 group of subsidiary companies. Its operations are divided into Agro Produce Value Chain, Branded Apparels, Logistics, Retail, Supply Chain Engineering.

The Company enters into transactions for sale and purchase of goods and raw materials and for availing / rendering services from / to Suumaya Industries Limited and Group companies, being related parties as defined under Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"). Such transactions are carried out in the ordinary course of business and at arm's length basis.

Pursuant to Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the material related party transactions shall require prior approval of the shareholders through ordinary resolution. Subsequently, the Company in its ordinary course of business and/or on arm's length basis deals with various persons and entities in India.

To sustain quality standards, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its Shareholders, transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been undertaken since long with Suumaya Industries Limited and other Group Companies.

The details of actual transactions with the related parties during past financial year is as under:

(Amt in Crs.)

Particulars	Actual value of transactions with Suumaya Industries Limited for 2022-23	Actual value of transactions with Suumaya Retail Limited for 2022-23	Actual value of transactions with Suumaya Protective Texcorp Limited for 2022-23
Purchase of goods	6.12	8.82	-
Sale of goods	4.94	1.01	30.88
Total	11.06	9.83	30.88

The Company estimates that transactions of above nature will be recurrent in each year considering the future business growth.

The annual consolidated turnover of the Company for the financial year 2022-23 is Rs. 39.11 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 3.911 Crores (10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

The Board of Directors of the company on the recommendation of the Audit Committee, at their meeting held on 27th May 2023 approved the overall material related party transaction for the FY 2023- 24 upto Rs. 100 crores or 10% of the Company's annual turnover with the parties as mentioned in the notice. The Company therefore requires approval of the shareholders through a ordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s) and any other business in nature of of sale, purchase or supply of goods or materials, availing or

rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property of any kind including plant and equipment, reimbursements to be made or received with the mentioned related parties or any other transaction under the said provisions up to a maximum amount as mentioned in the resolution from the financial year 2023-2024.

All related parties shall abstain from voting on these resolutions.

Except Mr. Ushik Gala & Ms. Ishita Gala none of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

The estimated value related party transactions for the FY 2023-24 are as under:

Particulars	Contract(s)/ arrangement (s)/ transaction(s) and any other business in nature of of sale, purchase or supply of goods or materials, availing or rendering of services, leasing/renting of property of any kind and paying/receiving the lease or rent for such property, selling or otherwise disposing off or buying property.
Suumaya Industries Limited for 2023- 24.	Rs. 100 Crores
Suumaya Agro Limited for 2023-24	Rs. 100 Crores
Musk Investment Private Limited for 2023-24	Rs. 50 Crores
Suumaya Trends Private Limited for 2023-24	Rs. 50 Crores
Mr. Ushik Gala for 2023-24	Rs. 10 Crores
Ms. Ishita Gala for 2023-24	Rs. 10 Crores

Shareholders may further note the following:

- (i) Term of Approval: One financial year only.
- (ii) Whilst the approval of the Shareholders is being sought for the total value of RPT's, the value shown against various categories of nature of transactions above are indicative and may vary inter se. However, the total value of RPTs will remain within the overall limit as may be approved by the Members.
- (iii) Members may kindly note that in terms of SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2022/40 dated March 30, 2022 and SEBI/HO/CFD/ CMD1/CIR/P/2022/47 dated April 8, 2022, the approval of members is sought to the material Related Party Transactions for a period of 1 (one) financial year only.

Details of the proposed RPTs between the Company and RB GmbH and Bosch Automotive Electronics India Private Limited and Bosch Global Software Technologies Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Name of the Related Party	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Suumaya Industries Limited	Parent Company and Mr. Ushik Gala, Managing director of the company is in the promoter group of SIL and holds 15.45% stake and his immediate relatives, Mrs. Meena Gala (Mother) holds 0.17% and Ms. Ishita Gala (Sister) holds 6.41% and is also Non-Executive director of the company. Ms. Karishma Kaku	Sales and Purchase or any other arrangements/transactions/ contracts individually

	(wife) of Mr. Ushik Gala and holds 0.86% stake in SIL. Together forming part of Promoter and Promoter Group of SIL.	
Suumaya Agro Limited	Ms. Ishita Gala and Mr. Ushik Gala are the Directors of SAL.	Sales and Purchase or any other arrangements/transactions/ contracts individually
Suumaya Trends Private Limited	Ms. Ishita Gala is a Director in STPL	Sales and Purchase or any other arrangements/transactions/ contracts individually
Musk Investment Private Limited	Mr. Ushik Gala is a Director in MIPL	Sales and Purchase or any other arrangements/transactions/ contracts individually
Mr. Ushik Gala	Director of the company	Sales and Purchase or any other arrangements/transactions/ contracts individually
Ms. Ishita Gala	Director of the company	Sales and Purchase or any other arrangements/transactions/ contracts individually

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Board recommends the resolution set out in Item No. 1 to 6 of the EGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution.

Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the abovementioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item Nos. 1 to 6 respectively.

Item No. 7:

The Members may note that the Company is engaged in the business of trading polymers, textile and agriculture products. However, the Company desires to modify the object clause of the MOA in order to broaden the area of commercial operations in the agricultural field in accordance with the resolution mentioned above.

To alter/amend object clause of MOA of the Company, the company requires to obtain the approval of members by way of Special Resolution for the alteration of the MoA of the Company in respect of change of object clause as per the provision of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder. The Postal Ballot notice, the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, and the draft copy of the proposed Memorandum of Association of the Company are available for inspection in physical or in electronic form at Registered Office and Corporate Office (Mumbai) of the Company on all working days (except Saturdays and Sunday) between 11.00A.M. and 1.00 P.M. upto the last date of e-voting.

Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and amendment thereof, the approval of the members needs to be taken through Postal Ballot instead of transacting such business at a general meeting. Hence, the approval of the members is being sought through Postal Ballot instead of transacting at a general meeting.

Your directors recommend the matters in Item No. 7 of the Notice for approval of the members be passed as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 8:

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 An issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid-up Capital of the company as on date is Rs 24,72,30,240/- and Company is also listed on SME platform of BSE for more than 2 Years. i.e. from 22/03/2021 till date, in compliance of part of BSE Listing Criteria, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

The Board of Directors at its meeting held on May 27, 2023, has approved the migration of the company from SME Platform of BSE Limited to the main board of BSE Limited subject to approval of the Regulatory Authorities and members of the Company by way of Special Resolution.

Your directors recommend the matters in Item No. 8 of the Notice for approval of the members be passed as Special Resolution.

None of the Directors or Key Managerial Personnel or the Promoter/Promoter group entities of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.8.

Item No. 9:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Ishtiaq Ali (holding DIN: 02965131) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years commencing from November 06, 2023 on terms and conditions as mutually agreed between the Board and Mr. Ishtiaq Ali (holding DIN: 02965131) and subject to the approval of the Members of the Company under Sections 149 and 161 of the Act and applicable provisions of the Listing Regulations and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act and Regulation 17(1C) of SEBI (LODR) Regulations, 2015 (As Amended) (SEBI (LODR)) and such other applicable Regulations of SEBI LODR, Mr. Ishtiaq Ali (holding DIN: 02965131) holds office till the conclusion of the next General Meeting of the Company or for a period of 3 months from the date of appointment, whichever is earlier and is eligible for being appointed as a Non-Executive Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Ishtiaq Ali (holding DIN: 02965131) for the office of Director of the Company. The Company has also received a declaration from Mr. Ishtiaq Ali (holding DIN: 02965131) that he meets criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr. Ishtiaq Ali (holding DIN: 02965131) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given his consent to act as Director of the Company.

In the opinion of the Board, Mr. Ishtiaq Ali (holding DIN: 02965131) is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

In terms of Regulation 17(1A) of SEBI Listing Regulations, effective from 1st April, 2019 consent of members by way of special resolution is required for appointment or continuation of directorship of Independent Non-Executive Director, beyond the age of 75 years.

Further, Mr. Ishtiaq Ali (holding DIN: 02965131) will attain the age of 75 years with effect from May 30, 2028 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term till November 06, 2028.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ishtiaq Ali (holding DIN: 02965131) as an Independent Director.

The brief profile of Mr. Ishtiaq Ali (holding DIN: 02965131) are provided in the “Annexure - A” to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Mr. Ishtiaq Ali (holding DIN: 02965131) does not hold shares in the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Ishtiaq Ali (holding DIN: 02965131) on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director as proposed in the Special Resolution as set out at Item No.9 of the Notice for the approval by the Members.

Your directors recommend the matters in Item No. 9 of the Notice for approval of the members be passed as Special Resolution.

Save and except, Mr. Ishtiaq Ali (holding DIN: 02965131), none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.9 of the Notice.

Annexure A to the Notice

Details of Directors seeking Appointment / Re-appointment pursuant to 36(3) of the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings are as under:

1.	Name of the Director	Mr. Ishtiaq Ali (DIN: 02965131)													
2.	Age	70													
3.	Qualifications	Bachelor's degree in science, Bachelors, Degree in Law and master's degree in law													
4.	Date of appointment on the Board	November 06, 2023													
5.	Shareholding in the Company as on as on date of this notice	Nil													
6.	Brief resume including profile, experience and expertise in specific functional areas	<p>Mr. Ishtiaq Ali is the founding Partner of Orbit Law Services. His core areas of practice are Banking and Project Finance, Sharia Compliant Transactions, Project Advisory, Asset Restructuring, Bonds and Capital Markets. He has more than three decades of extensive experience both as an in-house counsel working for Industrial Finance Corporation of India Limited (IFCI) and as a project finance and transaction lawyer in private practice.</p> <p>He has been appointed as an International Project Finance Expert as a part of Deloitte consortium team and has advised the PPP Centre of Philippines (Central Government Body) for privatization of airports and hospital projects. Widely known for his expertise in infrastructure and project finance area, he is a frequent guest speaker on these subjects, nationally and internationally. He is a member of Bar Council of Maharashtra & Goa and International Bar Association.</p>													
7.	Disclosure of inter-se relationship between directors and key managerial personnel	NA													
8.	Directorship held in other companies (including the Listed Entities) as on date of this notice	<ol style="list-style-type: none"> Suumaya Industries Limited Shree Pushkar Chemicals & Fertilisers Limited 													
9.	Companies in which Director is Member/Chairman of the Committee of the Board as on date of this notice	<table border="1"> <tr> <td colspan="2">1. Suumaya Industries Limited</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td colspan="2">2. Shree Pushkar Chemicals & Fertilisers Limited</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders Relationship Committee</td> <td>Member</td> </tr> </table>		1. Suumaya Industries Limited		Audit Committee	Member	2. Shree Pushkar Chemicals & Fertilisers Limited		Audit Committee	Member	Nomination and Remuneration Committee	Member	Stakeholders Relationship Committee	Member
1. Suumaya Industries Limited															
Audit Committee	Member														
2. Shree Pushkar Chemicals & Fertilisers Limited															
Audit Committee	Member														
Nomination and Remuneration Committee	Member														
Stakeholders Relationship Committee	Member														
10.	Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn	Appointed as Non-Executive Independent Director for a period of Five Years and Not liable to retire by rotation and entitled to Sitting fees.													
11.	Number of Board Meetings attended														

12.	Listed Entities from which they have resigned as Director in past 3 years	Nil
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**Registered Office & Corporate Office:
542, Grand Trunk Road Near Mullick
Fatak, Howrah Railway Station Bally
Jagachha Howrah WB 711101 IN
CIN: L51909WB2009PLC137310
Tel No: +912269218000**

By Order of the Board

For Suumaya Corporation Limited

**Date : November 22, 2023
Place : Mumbai**

**Ushik Mahesh Gala
Chairman & Managing Director
DIN: 06995765**