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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 dated 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 Wednesday, March 26, 2024, 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 April 19, 2024 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 Bigshare Services Private Limited i.e. <https://ivote.bigshareonline.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 | March 08, 2024 |
| 3 | Time period for e-voting | March 19, 2024, 9.00 a.m. to April 17, 2024, 5.00 p.m. |
| 4 | Last date for publishing results of the e-voting | April 19, 2024 |
| 5 | In case of any grievances or queries contact | ivote@bigshareonline.com |

ORDINARY BUSINESS:

- 1. To take note of change of constitution of the Statutory Auditor M/S Aniket Kulkarni and Associates, (FRN:130521W), from proprietorship firm to partnership firm M/S Aniket Kulkarni and Associates Chartered Accountants (FRN:130521W) due to conversion of sole proprietorship firm into partnership firm.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby granted to approve and consider the change of constitution of Statutory Auditor firm of the Company from sole proprietorship firm M/S Aniket Kulkarni and Associates, (FRN:130521W), to partnership firm M/S Aniket Kulkarni and Associates Chartered Accountants (FRN:130521W) on the same terms and conditions including remuneration and tenure on which M/S Aniket Kulkarni and Associates was appointed by the shareholders and board of directors of the Company.

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 BUSINESS:

- 2. Approval for Material Related Party Transactions with Suumaya Industries Limited for the FY 2024-2025:**

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 2024-2025 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 Suumaya Agro Limited for the FY 2024-2025:

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 2024-2025 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."

4. Approval for Material Related Party Transactions with Suumaya Retail Limited for the FY 2024-2025:

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 Retail Limited in the Ordinary Course of Company's business and on Arm's Length basis for Financial Year 2024-2025 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."

5. **Approval for Material Related Party Transactions with Mr. Ushik Mahesh Gala for the FY 2024-2025:**

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 2024-2025 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.”

6. **Approval for Material Related Party Transactions with Ms. Ishita Mahesh Gala for the FY 2024-2025:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as 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 2024-2025 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.”

7. **Approval for Material Related Party Transactions with White Organic Retail Limited for the FY 2024-2025:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as 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 White Organic Retail Limited in the Ordinary Course of Company's business and on Arm's Length basis for Financial Year 2024-2025 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."

Registered 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 : March 06, 2024
Place : Mumbai

Sd/-
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 7 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 March 08, 2024 (“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 Bigshare Services Private Limited. 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., March 08, 2024 (“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 March 19, 2024, at 9.00 a.m. and ends on April 17, 2024, at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on April 17, 2024 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@sumaya.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 April 19, 2024 at the Corporate Office of the Company at B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai – 400063. The Resolutions, if passed by requisite majority shall be deemed to have been passed on April 17, 2024.
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 case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <https://ivote.bigshareonline.com> under download section or you can email at ivote@bigshareonline.com or call us at: 1800 22 54 22.
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., March 08, 2024, only shall be entitled to avail the facility of e-voting.
- IV. Procedure for voting through electronic means:**
- i. The voting period begins on March 19, 2024, 9.00 a.m. to April 17, 2024, 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date March 08, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
 - ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting 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 evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period. |

| | |
|--|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <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 BIGSHARE and you will be re-directed to i-Vote 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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>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.</p> |

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

| Login type | Helpdesk details |
|--|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p> |
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |

2. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|--|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. |

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 7 of the accompanying Notice:

Item No. 1:

The Members of the Company, in their 13th Annual General Meeting held on 28th September, 2022, have appointed M/s Aniket Kulkarni & Associates, Chartered Accountants, Ahmedabad (FRN: 130521W) as a Statutory Auditor for a term of 5 Years i.e. from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting for Financial Year 2026-27.

M/S Aniket Kulkarni and Associates, (FRN:130521W), was a sole proprietorship firm and has been converted into to partnership firm M/S Aniket Kulkarni and Associates Chartered Accountants (FRN:130521W) and the letter to the effect was received by the Company on 05th March, 2024. Accordingly the Audit Committee and Board of Directors of the company, in their meeting held on 06th March, 2024 took note of the same and recommended for noting and approval of the shareholders of the company for the Change in the constitution of Statutory Auditor Firm due to conversion into partnership firm on the same terms and conditions including remuneration for the remaining tenure for which M/S Aniket Kulkarni and Associates, (FRN:130521W), was appointed by the Shareholders of the Company.

The Board of Directors recommended the noting and approval of Shareholders by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the company is concerned, interested, financially or otherwise, in the proposed Item No.1.

Item No. 2 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 and pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto. Therefore, the company shall require prior approval of the shareholders through ordinary resolution before entering into related party transactions which exceeds the limits as specified under the act. Subsequently, the Company in its ordinary course of business and/or on arm's length basis deals with various persons and entities in India.

The Company, in order to further its business interests and the business interest of the Group, enters into various transactions with Suumaya Industries Limited ("SIL"). The estimated value of related party transactions between the Company and SIL, during the financial year 2024-25 may exceed the threshold as mentioned under the Companies Act, 2013.

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 Board of Directors of the company on the recommendation of the Audit Committee, at their meeting held on 06th March, 2024 approved the overall material related party transaction for the FY 2024- 25 with the parties as mentioned in the notice. The Company therefore requires approval of the shareholders through an ordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s) and any other business in 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 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 2024-2025.

All related parties shall abstain from voting on these resolutions.

Except for 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 2024-25 are as under:

| Particulars | Amount (In crs) | Nature of Relationship |
|---|----------------------------|---|
| Suumaya Industries Limited for 2024- 25. | Upto Rs. 100 crores | Parent Company |
| Suumaya Agro Limited for 2024- 25. | Upto Rs. 100 crores | Group Company |
| Suumaya Retail Limited for 2024- 25. | Upto Rs. 100 crores | Group Company |
| Mr. Ushik Gala for 2024- 25. | Upto Rs. 50 crores | Chairman & Managing Director of the company |
| Ms. Ishita Gala for 2024- 25. | Upto Rs. 50 crores | Non-executive Director of the company |

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 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 Concern or Interest | 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 (wife) of Mr. Ushik Gala and holds 0.86% stake in SIL. Together forming part of Promoter and Promoter Group of SIL. | 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. |
| Suumaya Agro Limited | Ms. Ishita Gala and Mr. Ushik Gala are the Directors of SAL. | |
| Suumaya Retail Limited | Ms. Ishita Gala is a Director in SRL | |
| Mr. Ushik Gala | Chairman & Managing Director of the company | |
| Ms. Ishita Gala | Non-executive Director of the company | |

The Board recommends the resolution set out in Item No. 2 to 6 of the Postal Ballot 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. 2 to 6 respectively.

Item No. 7:

White Organic Retail limited is an associate of Suumaya Retail Limited a wholly owned subsidiary of Suumaya Industries Limited and the company is into the business of trading of various agriculture commodities, including rice, wheat, pulses, fruits and vegetables etc.

The Company may enter into transactions for sale and purchase of goods and raw materials and for availing / rendering services from / to White Organic Retail Limited, 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 and pursuant to Section 188 of the Companies Act, 2013 and the rules and regulations including the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules thereto. Therefore, the company shall require prior approval of the shareholders through ordinary resolution before entering into related party transactions which

exceeds the limits as specified under the act. Subsequently, the Company in its ordinary course of business and/or on arm's length basis deals with various persons and entities in India.

The Company, in order to further its business interests and the business interest of the Group, shall enter into various transactions with White Organic Retail Limited ("WORL"). The estimated value of related party transactions between the Company and WORL, during the financial year 2024-25 may exceed the threshold as mentioned under the Companies Act, 2013.

The Board of Directors of the company on the recommendation of the Audit Committee, at their meeting held on 06th March, 2024 approved the overall material related party transaction for the FY 2024- 25 with the party as mentioned in the notice. The Company therefore requires approval of the shareholders through an ordinary resolution for entering into contract(s)/ arrangement (s)/ transaction(s) and any other business in 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 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 2024-2025.

All related parties shall abstain from voting on these resolutions.

The estimated value of the related party transactions for the FY 2024-25 is as under:

| Particulars | Amount (In crs) | Nature of Relationship |
|--|------------------------|-------------------------------|
| White Organic Retail Limited for 2024- 25. | Upto Rs. 100 crores | Group Company |

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 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 |
|----------------------------------|--|--|
| White Organic Retail Limited | Ms. Ishita Gala is a Managing Director in WORL | 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. |
|--|--|--|

The Board recommends the resolution set out in Item No. 7 of the Postal Ballot 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 No. 7 respectively.

Registered Office:
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Tel No: +912269218000

By Order of the Board

For Suumaya Corporation Limited

Date : March 06, 2024
Place : Mumbai

Sd/-
Ushik Mahesh Gala
Chairman & Managing Director
DIN: 06995765