SUUMAYA INDUSTRIES LIMITED

(Formerly known as Suumaya Lifestyle Limited)

CIN: L18100MH2011PLC220879

Reference No. SUULD/NSE/21-22/89

Date: February 24, 2022

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

Symbol: **SUULD**

Dear Sir/Madam,

Subject: Postal Ballot Notice – Disclosure under regulation 30 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 and any other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations", as amended) read with Schedule III to the said Regulations, please find attached herewith copy of the Postal Ballot Notice Dated **February 21, 2022** sent to shareholders of the company.

We request you to kindly take the above on record.

Thanking you.

For **Suumaya Industries Limited**
(Formerly known as Suumaya Lifestyle Limited)

ushik mahesh gala

Digitally signed by ushik mahesh gala
Date: 2022.02.24 12:29:01 +05'30'

Ushik Gala
Chairman and Managing Director
DIN: 06995765

SUUMAYA INDUSTRIES LIMITED

CIN: L18100MH2011PLC220879 **Website:** www.suumaya.com **Email ID:** sil.cs@suumaya.com
Registered Office: Gala No.5F/D, Malad Industrial Units, Coop Soc Ltd, Kachpada, Ramchandra Lane Extension, Malad (W) Mumbai MH 400064 IN

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 Industries 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 8th April, 2020, General Circulars No. 17 / 2020 dated 13th April, 2020, General Circulars No.22 / 2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021 and General Circular No.20/2021 dated 8th December, 2021 ("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 Monday, February 21, 2022, 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 March 28, 2022 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e. www.suumaya.com as well as on website of CDSL i.e. www.evotingindia.com and shall be communicated to National stock Exchange (NSE)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	18/02/2022
3	Time period for e-voting	25/02/2022 to 26/03/2022
4	Last date for publishing results of the e-voting	28/03/2022
5	In case of any grievances or queries contact	helpdesk.evoting@cdslindia.com

SPECIAL BUSINESS:

ITEM 1 – Increase in Authorized Share Capital of the Company and consequential amendment to Memorandum of Association (MoA) of the Company:

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 sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (Including any amendment thereto or re-enactment thereof), subject to approval of Concerned Registrar of Companies, and such other approvals as maybe required in this regard, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs. 54,00,00,000/- (Rupees Fifty-Four Crore Only) divided into 5,40,00,000 (Five Crore Forty Lakh Only) Equity shares of Rs. 10/- each to 75,00,00,000/- (Rupees Seventy-Five Crore) divided into 7,50,00,000 (Seven Crore and Fifty Lakh) Equity shares of Rs. 10/- each by creating additional 2,10,00,000 (Two Crore and Ten Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be altered and substituted by the following new clause:

V. The Authorized Share Capital of the Company is Rs. 75,00,00,000/- *(Rupees Seventy-Five Crore) divided into 7,50,00,000 (Seven Crore and Fifty Lakh) Equity shares of Rs. 10/- each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital of the Company and to divide the shares in capital for the time being into several classes and is attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the ,Articles of the Company for the time being.*

RESOLVED FURTHER THAT the Chairman & Managing Director of the Company or Key Managerial Personnel (KMP) 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 the

concerned Registrar of Companies (RoC), 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."

ITEM 2 – Issue of Bonus Shares:

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

"RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as amended from time to time) and applicable Regulatory Authorities and such permissions, sanctions and approval as may be required in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sum standing to the credit of Securities Premium / Free Reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Rs.10/- (Rupees Ten Only) each, in the proportion of 1:1 i.e. 1 (One) equity shares for every 1 (One) existing equity share held by the members, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Share Transfer Agents / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ("Record date") as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT, the Board, be and is hereby, authorised to make appropriate adjustments on issue of bonus shares as aforesaid, to the outstanding options granted to the warrant holders of the Company pursuant to the Convertible Warrants issued on January 02, 2021, January 04, 2021 and January 06, 2021, subject to exercise the option of converting the warrants to fully paid- up equity shares and the bonus granted to such warrant holders shall be kept in abeyance in reserve up to full conversion of convertible warrants into equity shares / until the conversion option is exercised by the warrants holders either in full or in more than one tranches.

RESOLVED FURTHER THAT the bonus shares so alloted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, SEBI (ICDR) Regulations, 2018 and shall rank pari-passu with the existing fully paid-up equity shares of the Company as existing on the record date, in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent that they relate to Non-Resident Indians (NRIs) Members, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other Regulatory Authority, as may be necessary or applicable.

RESOLVED FURTHER THAT the Chairman and Managing Director of the Company or Key Managerial Personnel (KMP) of the Company be and are hereby *severally* authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchange where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

RESOLVED FURTHER THAT the Chairman and Managing Director of the Company or Key Managerial Personnel (KMP) of the Company be and are hereby *severally* authorized to do all such acts, deeds, matters and things and give such directions as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the Bonus Equity Shares and determine all other terms and conditions of the issue of bonus equity shares as the Board may in its absolute discretion deem fit."

By Order of the Board of Directors of
Suumaya Industries Limited
(Formerly known as Suumaya Lifestyle Limited)

ushik mahesh gala
Digitally signed by ushik mahesh gala
Date: 2022.02.23 15:59:22 +05'30'

Ushik Gala
DIN: 06995765
Chairman & Managing Director

Date: February 21, 2022
Place: Mumbai

Notes:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA"), in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to 30th June, 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

   Hence, 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 and 2 of this Notice.

   The explanatory statement pursuant to sections 102 and 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.

   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 Friday, February 18,2022 ("the cut-off date').

   A copy of this Postal Ballot Notice shall also be available on the website of the Company (www.suumaya.com), websites of the Stock Exchange i.e. NSE 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., Friday, February 18,2022 ("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 Friday, February 25, 2022 at 9.00 a.m. and ends on Saturday, March 26, 2022 at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on March 26, 2022 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 sil.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 Monday, March 28, 2022 at the Registered Office of the Company at Gala 5f/D, Malad Industrial Units CHS., Kachpada, Ramchandra Lane Extension, Malad West, Mumbai-400064, Maharashtra, India. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, March 26, 2022, Company for e-voting.

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:

    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 sil.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.

11. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Mehboob Lakhani, Asst. Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: helpdesk.evoting@cdslindia.com, Helpdesk: 1800 22 5533.

12. 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 sil.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., Friday, February 18, 2022 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**	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**	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.

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

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	• 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)	• 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 Industries 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 sil.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 022- 23058738 and 022-23058542/43.

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 022-23058542/43.

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 and 2 of the accompanying Notice:

ITEM NO.1:

The current Authorized share capital of the company is Rs. 54,00,00,000/- (Rupees Fifty-Four Crores only) consisting of 5,40,00,000 (Five Crore and Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each and the Paid-up Share Capital of the Company is Rs. 28,06,80,000 (Rupees Twenty-Eight crore Six Lakh Eighty Thousand Only) consisting of 2,80,68,000 (Two Crore Eighty Lakh and Sixty-Eight Thousand) Equity Shares of Rs.10/- (Rupees Ten) each. The Company proposes to increase its authorised share capital to Rs.75,00,00,000/- (Rupees Seventy-Five Crore) to facilitate capitalization of funds via issue of Bonus Shares as referred in Item No. 2 and any other fund raising in future via further issue of equity shares of the Company.

The increase in Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 & 61 of the Companies Act, 2013, approval of the shareholders is required for alteration in the Memorandum of Association by way of passing a Special resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 1 of this Notice for the approval of the Members by way of passing a Special resolution.

ITEM NO.2:

The Company has reserves and surplus of Rs. 727,48,22,571/- (Rupees Seven Hundred Twenty-Seven Crore Forty-Eight Lakh Twenty Two Thousand Five Hundred Seventy One) as on September 30, 2021. The Board of Directors of the Company at their meeting held on February 21, 2022, considered it desirable to recommend issue of Bonus Shares in the ratio 1:1 i.e. 1 (One) equity share for every 1 (One) existing equity share held by the members by capitalization of Reserves and Surplus of the Company subject to the approval of the members and such other authorities as may be necessary.

Further, as per Regulation 294 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and conditions of issue of warrants, the Bonus Shares shall also be issued to the two warrants holders of the Company in the same ratio determined for existing equity shares. However, the said Bonus Shares issued against the warrants shall be allotted to the warrant holders at the time of conversion of warrants into Equity Shares of the Company.

Accordingly, the resolution seeks approval of the members for capitalizing Rs.33,80,80,000/- (Rupees Thirty-Three Crore Eighty Lakh and Eighty Thousand Only) out of the amount standing credit of the Reserves and Surplus Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution. The paid-up capital of the Company after bonus issue will be Rs. 56,13,60,000/- (Fifty-Six Crore Thirteen Lakhs and Sixty Thousand Only) except the warrants to be converted into Equity Shares.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares of the Company and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

The proposed Bonus Issue is not in lieu of Dividend. No allotment letters will be issued. For shares held in Demat mode, the credit of the Bonus Shares will be given directly to their Demat Account.

The issue of Bonus Shares and consequential increase in the paid-up capital of the Company would also satisfy the requirement of National Stock Exchange of India Limited for Listing of Equity Shares of the Company and the Company would also comply with all the applicable provisions of the Companies Act, 2013 and other applicable regulations.

None of the Director (s), Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolution at Item no. 2 of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this bonus issue.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing a Special resolution.

By Order of the Board of Directors of
Suumaya Industries Limited
(Formerly known as Suumaya Lifestyle Limited)

ushik mahesh gala

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Date: 2022.02.23 15:51:06 +05'30'

Ushik Gala
DIN: 06995765
Chairman & Managing Director

Date: February 21, 2022
Place: Mumbai