SUUMAYA INDUSTRIES LIMITED

(FORMERLY KNOW AS SUUMAYA LIFESTYLE LIMITED)
CIN : L70102MH2011PLC220879

Date: 27th March, 2021

To,
The Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra- Kurla Complex,
Bandra (E), Mumbai – 400 051

Symbol: SUULD

Ref: Outcome of Board Meeting dated 12/02/2021.

Sub: Notice of Postal Ballot

Dear Sir / Madam,

Further to our letter dated 12th February, 2021 and Pursuant to Regulation 30 read with Part A of Schedule III of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby submit the Postal Ballot Notice ("Notice") along with the Explanatory Statement, being sent to/published/displayed for all the members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as **on Friday, 19th March, 2021 ("cut-off date")** seeking approval of members for the following Special Businesses as set out in the attached Postal Ballot Notice:

ITEM NO. 1 - ALTERATION OF OBJECTS CLOUSE OF MEMORANDUM OF ASSOCIATION (MoA) OF THE COMPANY.

ITEM NO. 2 – ALTERATION OF ARTICLES OF ASSOCIATION (AoA) OF THE COMPANY.

ITEM NO. 3 - APPOINTMENT OF MR. SUMIT PAL SINGH (CHIEF EXECUTIVE OFFICER), AS DIRECTOR W.E.F. 1ST MARCH, 2021.

ITEM NO. 4 - APPOINTMENT OF MR. SUMIT PAL SINGH (CHIEF EXECUTIVE OFFICER) AS JOINT MANAGING DIRECTOR W.E.F. 1ST MARCH, 2021.

ITEM NO. 5 - APPROVAL OF RELATED PARTY TRANSACTIONS.

The Company has engaged the services of Central Securities Depository Limited ("CSDL") to provide remote e-voting facility to its Members. The remote e-voting period commences from Monday, 29th March, 2021 from 9:00 a.m. (IST) and ends on Tuesday, 27th April, 2021 at 5:00 p.m. (IST).

SUUMAYA INDUSTRIES LIMITED

Regd. Office : 5/F, D Wing,
Malad Industrial Estate,
Kanchpada,
Ramchandra Lane Extension,
Malad (West),
Mumbai - 400 064 (India)

Corp Office : 906, 9th Floor,
The Capital, G-Block,
Near Citi bank,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051.

Factory/Warehouse : Gala No. B15,
1st Floor,
Bhagat Singh Industrial Estate,
Building B,
Opp. Ipol Lubricants Gate,
Valib Phata, Vasai (East) - 401208.

T : 022 [illegible]
T : 022 4982 0933
E : info@suumayaindustries.com
W : www.suumayalifestyle.com
W : www.suumayaindia.com

The said information is also made available on the website of the Company viz www.suumayalifestyle.com.

Thanks & Regards,

For and on behalf of Board of Directors of
Suumaya Industries Limited
(Formerly known as Suumaya Lifestyle Limited)

Ushik Gala
(Din-06995765)
Chairman & Managing Director

Encl: Notice of Postal Ballot

SUUMAYA INDUSTRIES LIMITED
(FORMERLY KNOW AS SUUMAYA LIFESTYLE LIMITED)
CIN : L70102MH2011PLC220879

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 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 (Formerly Known as Suumaya Lifestyle Limited)** ("the Company") that pursuant to Provisions of Section 110 and other applicable provision, 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(s) thereto for the time being in force), 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, as amended ("SEBI Listing Regulations"), 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 and General Circular No. 39/2020 dated 31st December, 2020 ("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 Postal Ballot 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 Friday, 12th February, 2021 has appointed Mr. Rinkesh Gala (Membership No. ACS 42486, COP 20128), Practicing Company Secretaries, from M/s. Rinkesh Gala and Associates, as the 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 or any other Director or any other person authorised by the Chairman in this regard, not later than 48 hours of conclusion of the voting through E-voting i.e. on or before Thursday, 29th April, 2021 at 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e. www.suumayalifestyle.com as well as on website of CDSL i.e. www.evotingindia.com and shall be communicated to National Stock Exchange of Limited (NSE Limited) 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.

E-voting:

Pursuant to Section 108 of the Act read with Rule 20 **Companies (Management and Administration) Rules, 2014** and Regulation 44 of the Listing Regulations, the Company has engaged Central Depository Services (India) Limited ("CDSL"), to provide e-voting facility for its Members.

Central Depository Services (India) Limited ("CDSL") to provide E-voting facility for the Postal Ballot.

Members should note in view of the current extraordinary circumstances in order to combat the spreading of COVID -19 and in terms of MCA Circulars, the Company expresses its inability to dispatch hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope to the shareholders for this Postal Ballot and the Members 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.

Key details regarding the Postal Ballot/ E-voting:

Sr. No.	**Particulars**	**Details**
1	Scrutinizer Details	Mr. Rinkesh Gala (Membership No. ACS 42486, COP 20128), Practicing Company Secretaries, from M/s. Rinkesh Gala and Associates
2	Cut-off date for eligibility for e-voting	19/03/2021
3	Time period for e-voting	29/03/2021 to 27/04/2021
4	Last date for publishing results of the e-voting	29/04/2021
5	In case of any grievances or queries contact	helpdesk.evoting@cdslindia.com

SPECIAL BUSINESS:

ITEM 1 – ALTERATION OF OBJECTS CLAUSE OF 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 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), and the rules framed there under, subject to the approval of the Registrar of Companies (ROC), Mumbai, and the Statutory or Regulatory Authority, if any, the consent of members of the Company be and is hereby accorded to amend/alter Main Objects clause of the Memorandum of Association (MoA) of the Company as under:

Clause III (A) of the Objects clause of the Memorandum of Association (MoA) of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION' and following new Clauses 1-4 be substituted for existing main Objects Clause 1-5 and accordingly renumber remaining clauses of Objects clause:

1. *To carry on the business as manufacturers, producers, processors, re-processors, buyers, sellers, retailers, wholesalers, suppliers, exporters, importers, tanners, dressers, dyers, spinners, knitters, combers, job workers, contractors, assemblers, finishers, exchangers, texturisers, printers, designers, weavers, warehousers, stockists, packers, re-packers, merchandisers, traders, coordinators, indentors, distributors, exchangers, agents, sub agents, brokers, commission agents, auctioneers, trustees, forwarders, dealers, hire purchaser, supply chain managers, logistics providers, concessionaires, showroom owners, franchisors, representatives, inquiry agents, service providers, publicity and advertising agents of all kinds of apparels, clothing, outfits, garments, accessories, protective wear, textiles, natural or artificial fabrics, yarns, fibres, commodities, products, goods, materials or any combination thereof including utilize any waste arising from any such manufacture, production or process and blends and also to participate in local, national and international trade fairs, sales, exhibitions, seminars, fashion shows or any other sales promotion activities in India and/or abroad.*

2. *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, warehousers, 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.*

3. *To design, establish and/or develop outlets for all kinds of products and to acquire, set up, establish, run, operate and/or manage all kinds of stores, markets, malls, shopping outlets, cash and carry operations, or any format.*

4. *To carry on business as agent, franchisee, distributor and dealer for aforesaid business activities and also to operate, establish, provide and/or manage e-commerce, m-commerce websites, direct to home and mail order services for aforesaid business activities in India or outside India, also to do necessary/ancillary business activities*

FURTHER RESOLVED THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution, and file necessary E-form(s) with the Registrar of Companies (RoC)."

ITEM NO. 2 – ALTERATION OF THE ARTICLES OF ASSOCIATION (AoA) 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 Section 14 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), and the rules framed there under, subject to the approval of Statutory or Regulatory Authority, if any, the consent of Members of the Company be and is hereby accorded to alter the Articles of Association (AoA) of the Company by altering Article 226 by adding the words "or Joint Managing Director" and inserting article 226A of the AoA of the following clause no.: -

226. Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any of its member or members as Managing Director (s***) or Joint Managing Director*** of the Company for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit and subject to the provisions of these Articles the Board may by resolution vest in such Managing Director(s) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods and upon such conditions and subject to such restrictions as it may determine.

Insert Article 226A after Article 226 in the AoA of the Company:

226A. Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

FURTHER RESOLVED THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution, and file necessary E-form(s) with the Registrar of Companies (RoC)."

ITEM NO. 3 – APPOINTMENT OF MR. SUMIT PAL SINGH (CHIEF EXECUTIVE OFFICER), AS DIRECTOR W.E.F. 1st MARCH, 2021:

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

"RESOLVED THAT pursuant to provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the applicable regulation (s) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and on the recommendation of the Nomination and Remuneration Committee ("NRC Committee") and the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to appoint Mr. Sumit Pal Singh (DIN: 08572461) as Director of the Company w.e.f 1st March, 2021.

FURTHER RESOLVED THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution, and file necessary E-form(s) with the Registrar of Companies (RoC)."

ITEM NO. 4 – APPOINTMENT OF MR. SUMIT PAL SINGH (CHIEF EXECUTIVE OFFICER) AS JOINT MANAGING DIRECTOR W.E.F. 1st MARCH, 2021:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the Members of the company be and is hereby accorded for the appointment of Mr. Sumit Pal Singh (DIN 08572461) as Joint Managing Director of the Company for a period of 5 (five) years with effect from 1st March, 2021, upon the terms & conditions of appointment including the payment of remuneration, and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Sumit Pal Singh.

FURTHER RESOLVED THAT the payment of remuneration amounting to Rs. 2.20 Crore /- (Rupees Two Crore Twenty Lakh Only) per annum to Mr. Sumit Pal Singh (DIN - 08572461), as Joint Managing Director of the company will come into force from 1st March, 2021.

FURTHER RESOLVED THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September, 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

FURTHER RESOLVED THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution, and file necessary E-form(s) with the Registrar of Companies (RoC)."

ITEM NO. 5 – APPROVAL OF RELATED PARTY TRANSACTIONS:

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

"RESOLVED THAT in partial modification of earlier resolution passed by the members in annual general meeting dated 29th September, 2020 pertaining to omnibus approval for entering into Related Party Transactions with Rangoli Tradecomm Limited, Suumaya Fabrics Limited and such other party as may be disclosed from time to time collectively upto a limit of Rs. 1000 Crores /- (Rupees One Thousand Crores Only) and on recommendation of Audit Committee and Board of Directors meeting held on 12th February, 2021, the consent of the shareholders of the Company be and is hereby accorded to revise the aforesaid limit to Rs. 3000 Crores /- (Rupees Three Thousand Crores Only) for proposed business transactions to be entered into with Rangoli Tradecomm Limited and such other related parties from time to time.

FURTHER RESOLVED THAT any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution."

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

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

Date: 12th February, 2021
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, 2021, 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.

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 5 of this Notice.

   The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons 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 depository as on Friday, 19th March, 2021 ("the cut-off date').

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

   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.

3. 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.

4. 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 cs@suumayalifestyle.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.

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, 19th March, 2021 ("cut-off date") only shall be entitled to avail the facility of voting through E-voting.
6. The e- voting period shall commence from Monday, 29th March, 2021 at 9.00 a.m. and ends on Tuesday, 27rd April, 2021 at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on Tuesday, 27th April, 2021 shall be considered invalid.
7. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
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/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 Thursday, 29th April, 2021.The results along with scrutinizer report will also be displayed on the website of the Company i.e. www.suumayalifestyle.com as well as on website of CDSL i.e. www.evotingindia.com and will be communicated to Stock Exchange i.e. National Stock Exchange of India Limited (NSE Limited) where the Equity Shares of the Company are listed.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Notice, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to cs@suumayalifestyle.com. The RTA or the Company shall forward the same to the Member. The Postal Ballot Notice is also available on the website of the Company – www.suumayalifestyle.com and website of CDSL – www.evotingindia.com.
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. The proposed resolutions, if approved by the requisite majority of members by means of Postal Ballot (i.e. remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e. Tuesday, 27th April, 2021.
13. All the material documents referred to in the explanatory statement 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 cs@suumayalifestyle.com.

THE INSTRUCTIONS FOR REMOTE E- VOTING ARE AS UNDER:

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 resolution mentioned in the Postal Ballot Notice of the Company.

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 resolution proposed to be passed in terms of Postal Ballot Notice.

The Company has engaged the services of Central Depository Services Limited as the Authorized Agency to provide E-voting facilities. The e-voting facility shall be available during the following voting period:

a) The cut-off date for the purpose of e-voting is Friday, 19th March, 2021.
b) Commencement of e-voting: Monday, 29th March, 2021 at 9.00 am.

c) End of e-voting: Tuesday, 27rd April, 2021 at 5.00 pm.

Please read the instructions for e-voting given below before exercising the vote.

Procedure for voting through electronic means:

The company is pleased to offer E-voting facility for its Member to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

(i) The Members should log on to the E-voting website at www.evotingindia.com.

(ii) Click on "Shareholders / Members".

(iii) Enter User ID:

a) For CDSL: 16 digits beneficiary ID

b) For NSDL: 8-character DP ID followed by 8 digits Client ID

c) Members holding shares in physical form should enter Folio Number registered with the Company excluding the special characters.

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at https://www.cdslindia.com from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically

(iv) Next enter the image verification as displayed and click on Login.

(v) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form 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) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
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).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.

(ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

(x) 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.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

(xvi) If the 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.

(xvii) Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple Store and Windows Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

I. 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 as Corporate(s).
- 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; cs@suumayalifestyle.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions and E-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

Manner of registering / updating email addresses is as below:

- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at cs@suumayalifestyle.com or to R&TA at investor@bigshareonline.com
- For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company at cs@suumayalifestyle.com or to R&TA at investor@bigshareonline.com
- The company/R&TA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders

EXPLANATORY STATEMENT 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 5 of the accompanying Notice:

ITEM NO.1:

The Special Resolution contained in Item No. 1 of the Notice, has been proposed pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"),and it is proposed to Alter the Main Object of the Company by Alteration of Memorandum of Association (MoA) of the Company to expand the business operation and is planning to widen its proposed business by undertaking activities in new sectors as per the resolution stated above.

Hence, the Board of Directors accordingly recommend the Resolution set out in Item No. 1 of the accompanying Notice for your approval.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO.2:

The Special Resolution contained as Item No. 2 in the said Notice has been proposed pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI").

As per the provisions of Section 203 of the Companies Act, 2013 under which it is mentioned that individual shall not be appointed as Chairman as well as Managing Director or Chief Executive Officer of the Company at the same time unless articles of the company provided otherwise, with reference to this it is proposed to amend the Article 226 by adding word "or Joint Managing Director" and by Inserting new Article 226A after Article 226 in the AoA of the Company:

226A. Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.

The said proposal has been considered and approved by the Board in their meeting held on 12th February, 2021.

None of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO.3:

Pursuant to the provisions of section 2(54) of the Companies Act, 2013 for appointment of individual as Managing Director that individual need to be a Director of the Company and considering the requirement of Companies Act, 2013 approval of members of the Company be and is hereby accorded to appoint Mr. Sumit Pal Singh as Director of the Company.

The said proposal has been considered and approved by the Board in their meeting held on 12th February, 2021.

The brief profile of Mr. Sumit Pal Singh as per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 is annexed to the Notice as **Annexure-A.**

Except Mr. Sumit Pal Singh none of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

ITEM NO.4:

On basis performance of Mr. Sumit Pal Singh, as Chief Executive Officer (CEO) of the Company, the Board of Directors of the Company ("the Board") at its meeting held on 12th February, 2021 has, subject to approval of members, appointed Mr. Sumit Pal Singh (DIN: 08572461) as Joint Managing Director of the company for a period of 5 (five) years w.e.f 1st March, 2021 on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee. It is proposed to seek members' approval for appointment of Mr. Sumit Pal Singh (DIN: 08572461) as Joint Managing Director (who is currently working as CEO) of the Company, pursuant to applicable provisions of the Act with remuneration of Rs. 2.20 Crore /- (Rupees Two Crore Twenty Lakh) per annum.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Sumit Pal Singh (DIN: 08572461) are as under:

Mr. Sumit Pal Singh (DIN: 08572461) has rich and varied experience in the industry and has been involved in the operations of the Company since 1st April, 2020 as the CEO of the company. It would be in the best interest of the Company to continue to avail of his rich expertise and experience, hence it is proposed to appoint Mr. Sumit Pal Singh (DIN: 08572461) as a Joint Managing Director (Joint Managing Director & CEO). Accordingly, approval of the members is sought for passing a Special Resolution for appointment of Mr. Sumit Pal Singh as Joint Managing Director & CEO, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

Mr. Sumit Pal Singh satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors & Nomination and Remuneration Committee while considering the appointment of Mr. Sumit Pal Singh as Managing Director (Joint Managing Director & CEO), had verified that the said person is not debarred from holding the office of director pursuant to any SEBI order respect to circular no. LIST/COMP/14/2018-19 dated 20th June, 2018.

Reference to the provisions of sections 196, 197 and 203 of the Companies act, 2013, read with schedule V to the companies act 2013 , the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013 , respect to it that provides the remuneration in excess of the limits for payment of managerial remuneration by Companies in case of loss or inadequacy of profits in any financial year and inter alia, requires members approval for payment of managerial remuneration to the managerial person by way of special resolution. Hence the Board recommends the resolution for your approval by way of special resolution. The terms and conditions of payment of remuneration specified herein above may be enhanced, enlarged, widened, altered or varied from time to time by Remuneration Committee and Board of Director as they may in their discretion, deem fit.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

In terms of the requirements as per sub-clause (iv) of the proviso to Sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the information is as furnished below:

General Information		
1.	Nature of Industry	Textile:- Manufacturing of Wearing Apparels.
2.	Date or expected date of commencement of commercial production	Not Applicable

3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	Financial Performance of the Company for the year ended 31st March, 2020 Revenue from operations:- Rs. 21069.66 Lakhs/- Other Income: Rs. 2.03 Lakhs /- Total Expenditure:- Rs. 19987.07 Lakhs /- Net Profit before tax:- Rs. 1084.62 Lakhs/- Profit after tax :- Rs. 816.14 Lakhs/-
5.	Foreign investments or collaborations, if any.	NIL

II. INFORMATION ABOUT THE APPOINTEE:		
1.	Background details	Name:- Mr. Sumit Pal Singh Designation:- Chief Executive Officer & Director Age:- 31 Year Experience:- 10 Year Qualification:- B.Com. Diploma in Business Administration Mr. Sumit Pal Singh also associated with the mentioned Companies. 1. Suumaya Agro Limited 2. Rangoli Tradecomm Limited 3. Suumaya Retail Limited
2.	Past remuneration	Rs. 18 Lakh /- per annum plus commission.
3.	Recognition or awards	--
4.	Job profile and his suitability	Mr. Sumit Pal Singh has experience in technical environments encompasses Business Operations Management, P&L Management, Supply Chain Management, Forecasting and Budgeting, People and Process Management. Holds degree in Business Management and successfully completed professional certifications i.e. HPMT, PMP, TATVA leadership training etc. and has been involved in the operations of the Company since 1st April, 2020 as the Chief Executive Officer of the company. It would be in the interest of the Company to continue to avail of his considerable expertise and to appoint Mr. Sumit Pal Singh as a Joint Managing Director. He is responsible to perform such other duties as may from time to time be entrusted by the Board.
5.	Remuneration proposed.	Rs. 2.20 Crore /- (Rupees Two Crore Twenty Lakh) Per annum
6.	Comparative remuneration	Taking into consideration the size of the Company, the

	profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	Apart from Mr. Sumit Pal Singh is a Chief Executive Officer and Director of the Company, he holds 8000 Equity Shares at the face value of Rs. 10/- each of the Company in his individual capacity.

Except Mr. Sumit Pal Singh none of the directors and key managerial personnel and their relatives is in any way concerned or interested in the above referred resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO.5:

In partial modification of earlier resolution passed by members in 9th annual general meeting held on 29th September, 2020 in which approval has been obtained for Related Party transaction for aggregate amount of Rs.1000 Crores /- (Rupees One Thousand Crores) with Rangoli Tradecomm Limited, Suumaya Fabrics Limited Suumaya Fabrics Limited and such other party which need to be revised and increase to Rs. 3000 Crores /- (Rupees Three Thousand Crores) for the further business transaction with the Rangoli Tradecomm Limited and such other related parties.

The Company in its ordinary course of business and/or on arm's length basis deals with various persons and entities in India and outside India. The Company envisages that the transaction(s) entered into with Rangoli Tradecomm Liimited fall under the definition of Related Parties whether individually and/or in aggregate and would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. 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 or any other transaction with Rangoli Tradecomm Liimited up to a maximum amount as mentioned in the resolution. All related parties shall abstain from voting on these resolutions.

The said proposal has been considered and approved by the Board in their meeting held on 12th February, 2021.

Except Mr. Ushik Gala, Mr. Sumit pal Singh, Mr. Sharad Jain, Mr. Sejal Doshi, Mr. Satish Khimawat and 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.

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

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

Date: 12th February, 2021
Place: Mumbai

Annexure A

Details of the Directors seeking appointment /re-appointment

[In pursuance of Regulation 36(3) of the Listing Regulations]

Sr. No.	Name of the Directors	Sumit Pal Singh
1.	Director Identification Number	08572461
2.	Date of Birth/Age	30/11/1989
3.	Nationality	Indian
4.	Date of Appointment on the Board	01/03/2021
5.	Qualifications	B. Com, Diploma in Business Administration
6.	Experience and Expertise in specific functional area	A professional with over 10 Years of experience in technical environments encompasses Business Operations Management, P&L Management, Supply Chain Management, Forecasting and Budgeting, People and Process Management. Holds degree in Business Management and successfully completed professional certifications i.e. HPMT, PMP, TATVA leadership training etc.
7.	No. of Equity Shares held in the Company as on February 12, 2021	8,000
8.	Directorship held in other public companies (excluding foreign companies and Section 8 companies)	1. Suumaya Agro Limited 2. Rangoli Tradecomm Limited 3. Suumaya Retail Limited
9.	Chairmanships/ Memberships of committees of the other companies	Member of Nomination & Remuneration Committee of Rangoli Tradecomm Limited
10.	Relationships, if any between Directors inter-se	Not Applicable