

Reference No. **SUULD/NSE/23-24/016**

Date: May 30, 2023

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

Subject: Secretarial Compliance Report under Regulation 24A SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015.

Dear Sir/Madam,

Pursuant to regulation 24A of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, please find enclosed herewith the Secretarial Compliance Report issued by M/s Vinod Kothari & Co. Practicing Company Secretaries, Mumbai being Company Secretary in full time practice.

Request you to kindly take it on your records.

Thanking you,

Yours Faithfully,

For Suumaya Industries Limited

**Ushik Gala
Chairman and Managing Director
DIN: 06995765**

VINOD KOTHARI & COMPANY

Practicing Company Secretaries

403-406, 175 Shreyas Chambers, D. N. Road

Fort, Mumbai-400 001, India

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Unique Code – P1996WB042300

Secretarial compliance report of Suumaya Industries Limited for the financial year ended March 31, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Suumaya Industries Limited** (hereinafter referred as ‘**the listed entity**’), having its Registered Office at Wing B, 20th Floor, Lotus Corporate Park Western Express Highway, Goregaon East, Mumbai – 400063. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our observation thereon.

Based on our verification of the listed entity’s books, papers, minutes, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023 (‘**Review Period**’), complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We have examined:

- (a) all the documents and records made available to us and explanation provided by the listed entity,
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the Review Period in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**Listing Regulations**’);
- (b) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) SEBI (Prohibition of Insider Trading) Regulations, 2015;
- (d) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘**ICDR Regulations**’);
- (e) SEBI (Depositories & Participants) Regulations, 2018; and
- (f) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 (in relation to obligations of issuer company).

and circulars/ guidelines issued thereunder;

Kolkata: 1006 – 1009, Krishna Building, 224, A.J.C. Bose Road, Kolkata – 700 017

Delhi: Nukleus, 501 & 501A, 5th Floor, Salcon Rasvilas, District Centre, Saket, New Delhi, Delhi 110017

Bengaluru: 4, Union Street, Infantry Rd, Shivaji Nagar, Bengaluru, Karnataka 560001

and based on the above examination, we hereby report that, during the Review Period:

I (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below and Annexure A:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount (in Rs.)	Observation s/ remark of the PCS	Management response	Remarks
1.	i. The consideration should be received from respective allottee's bank account. ii. The bonus issue shall be implemented within 2 months from the date of board approval.	Reg. 169(4) and Reg. 295(1) of ICDR Regulations	Non-receipt of funds consideration from the bank account of allottees, as it was received from the bank account of an NBFC from which loan was availed by the allottees, and delay in implementation of bonus issue in relation to listing of 24,99,655 equity shares issued to the promoters pursuant to conversion of warrants, as application made to NSE was pending.	SEBI	Caution/ Advisory letter	The listed entity had filed an application on June 10, 2022 seeking exemption from strict compliance with Reg. 169 (4) and Reg. 295 (1) of ICDR Regulations. In response to the application, SEBI directed NSE to consider the same and consider listing of said shares issued pursuant to conversion of warrants.	-	SEBI, while approving the same, warned to avoid recurrence of such lapses and advised the listed entity to place the letter before the Board for necessary action including considering it for the performance appraisal of the concerned	The same was placed in the Board meeting held on November 14, 2022 as a part of Action Taken Report.	

Continuation Sheet

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount (in Rs.)	Observation s/ remark of the PCS	Management response	Remarks
								individual responsible for such non-compliance/ deficiency.		
2.	Disclosure of material events under the Listing Regulations	Reg. 30(2) r.w. reg. 30(6) and clause A(6) of Part A of Schedule III to the Listing Regulations	Delay in disclosure of arrest of key managerial personnel.	SEBI	SCN dated April 19, 2023	It has been alleged that the listed entity made delayed disclosure to NSE regarding the arrest of its Managing Director and the Chief Financial Officer.		The adjudication proceedings are pending as on the date of this report.		
3.	Submission of shareholding pattern within 21 days from the end of the quarter	Reg. 31(1)(b) of Listing Regulations	Delay of 1 day in filing shareholding pattern for the quarter ended June 30, 2022	NSE	Fine	The listed entity submitted shareholding pattern for the quarter ended June 30, 2022 on July 22, 2022 with a delay of 1 day	2,000	The Company paid fine on August 22, 2022.		
4.	The bonus issue is required to be implemented within 2 months from the date of board approval, where the bonus issue requires	Reg. 295(1) of ICDR Regulations	Delay of 8 days in implementation of bonus issue	NSE	Fine	The board of directors approved the bonus issue on February 21, 2022, subject to shareholders' approval. The said shares were listed and admitted to dealings on NSE w.e.f. April 28, 2022 with a delay of 8 days. NSE imposed fine on April 27, 2022.	1,60,000	The Company paid the fine on April 27, 2022.		

Continuation Sheet

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ circular no.	Deviations	Action taken by	Type of action	Details of violation	Fine amount (in Rs.)	Observation s/ remark of the PCS	Management response	Remarks
	shareholders' approval.									
5.	Financial results to be disclosed with 30 minutes of closure of meeting	Reg. 30 read with Clause 4 of Para A of Part A of Schedule III of Listing Regulations	Delay in disclosure of financial results for the quarter and year ended March 31, 2022	NSE	Fine	The board of directors approved the financial results for the quarter and year ended March 31, 2022 on May 30, 2022. However, the disclosure in the correct format was made on June 1, 2022 with a delay of 2 days.	10,000	The Company paid fine on September 20, 2022.	The financial results were uploaded within the due time, however, with a wrong file and hence, re-uploaded the revised file on June 1, 2022.	

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not applicable**

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	Yes	- There was no change in the statutory auditor of the listed entity during the Review Period. The conditions stipulated alongside has been incorporated in the Auditor's Engagement Letter dated September 30, 2020. - The statutory auditor of the material subsidiaries viz. Suumaya Retail Limited and Suumaya Agro Limited resigned w.e.f. August 12, 2022 after completing the audit for the quarter ended June 30, 2022. - The new auditor M/s Aniket Kulkarni & Associates was appointed in the material subsidiaries on September 30, 2022 and the conditions stipulated alongside has been incorporated in the Engagement Letter dated September 30, 2022.
2	Other conditions relating to resignation of statutory auditor		
	i. Reporting of any concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information/ non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly	NA	- The statutory auditor of the material subsidiaries viz. Suumaya Retail Limited and Suumaya Agro Limited resigned w.e.f. August 12, 2022 after completing the audit for the quarter ended June 30, 2022. - The reason for resignation cited by the auditors was pre-occupation.

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity/ its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October 2019.	Yes	The same was disclosed to the stock exchange by the listed entity.

III. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Refer Annexure A.
2.	Adoption and timely updation of the Policies: - All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. - All the policies are in conformity with SEBI Regulations and have been reviewed & updated as per the regulations /circulars /guidelines issued by SEBI.	Yes Yes	The Policy on materiality of related party transactions and on dealing with related party transactions does not define the term 'material modification'. As confirmed by the Company, the same will be inserted in the ensuing Board meeting.
3	Maintenance and disclosure on website: - The listed entity is maintaining a functional website. - Timely dissemination of the documents/ information under a separate section on the website. - Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	Yes Yes Yes	
4	Disqualification of Directors: None of the Directors of the Company are disqualified under section 164 of the Companies Act, 2013, as confirmed by the listed entity.	Yes	We have verified the same basis the declarations furnished by Directors, details of filing on MCA website and list of disqualified directors as uploaded by the Registrar of Companies from time to time.
5	Details related to Subsidiaries of listed entities have been examined w.r.t.:	a. Yes b. Yes	

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
	a. Identification of material subsidiary companies b. Disclosure requirement of material as well as other subsidiaries.		
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the Listing Regulations.	Yes	We have verified the same basis the checking carried out on sample basis.
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations	Yes	Noted in the Board Meeting dated February 4, 2023.
8	Related Party Transactions ('RPTs'): a. The listed entity has obtained prior approval of Audit Committee for all RPTs; or b. The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	a. Yes b. Yes	Refer Annexure A.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of Listing Regulations within the time limits prescribed thereunder.	Yes	In some cases, there were delayed disclosures made, however, the justification for furnishing the same with delay was not indicated, as required in terms of proviso to Reg. 30 (6) of the Listing Regulations.
10	Prohibition of Insider Trading: The listed entity is in compliance with the Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
11	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	While there have been few instances of initiation of inquiry in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules, 1995 by way of issuance of Show Cause Notice to certain promoters/ directors, there were no instance of action taken by SEBI or stock exchanges except indicated under Table (I)(a) above. The said SCNs are pending to be adjudicated.
12	Additional Non-Compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/guidance note etc.	NA	Refer Annexure A.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s Vinod Kothari & Company
Practicing Company Secretaries
Unique Code: P1996WB042300

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Vinita Nair**Senior Partner****Membership No.: F10559****CP No.: 11902****UDIN: F010559E000430946****Peer Review Certificate No.:781/2020****Place: Mumbai****Date: May 30, 2023**

Annexure A

Observations of the PCS on certain compliances undertaken during the Review Period

1. Related Party Transactions ('RPTs'):
 - a. The omnibus approval for FY 2022-23 was obtained on May 30, 2022. However, the fact that RPTs undertaken by the Company during the period from April 1, 2022 till May 30, 2022 were ratified by the Audit Committee was not expressly stated in the minutes. We have recommended to ensure the same in future noting.
 - b. For the purpose of obtaining omnibus approval for RPTs to be undertaken during FY 2022-23, the information as prescribed under para 4 of the SEBI circular dated November 22, 2021 was not placed before the Audit Committee. We have recommended to ensure the same in future.
 - c. The omnibus approval granted by the Audit Committee and Board for the RPTs to be undertaken during the Review Period covers following details and we have recommended to make it more detailed and specific for approvals obtained for future RPTs:
 - Nature of transactions: Sale/ purchase/ lease and other transactions mentioned under the Act.
 - Material terms of contracts: as per the contracting conditions.
 - Manner of determining the pricing and other commercial terms: As per standard Market practices or at Arm's length basis.
 - Unforeseen transactions: Residual approval of upto Rs. 1000 crore has been obtained.
 - d. In the half yearly disclosures of RPTs submitted in terms of Reg. 23 (9) of Listing Regulations for half year ended September, 2022 and March, 2023:
 - the details of RPTs undertaken by the subsidiaries with its own RPs or with the RPs of the listed entity have not been disclosed.
 - Certain transactions of transfer of undertakings to the subsidiaries, further investment in subsidiaries, engagement of RP for drafting of agreement etc. have not been disclosed.
 - We have recommended to ensure the same in future filings.
 - e. In relation to the list of Related Parties ('RPs'), we have relied upon the list provided by the listed entity and not verified the same factually. We have been provided with a list of RPs covering details of directors of the Company and its subsidiaries, relatives of such directors, private company in which director is a director or member, promoter and promoter group, public companies in which director or manager is a director and holds along with his relatives more than 2% of its paid-up share capital, firm in which director or manager or his relative is a partner. We have recommended to maintain a master list covering clause wise RP list as per the Listing Regulations *inter-alia* covering list of RPs as per IND-AS 24 and Companies Act, 2013.
2. The financial results for the quarter and year ended March 31, 2022 published in the newspapers do not disclose the modified opinion expressed by the statutory auditor, as required under reg. 47(1)(b) of the Listing Regulations. The Company had filed the correct version of the results only with the stock exchange.
3. The listed entity submitted the shareholding pattern after the bonus issue on April 23, 2022 with a delay of 2 days, in terms of reg. 31(1)(c) of the Listing Regulations.
4. In terms of compliance with SS-1, in case of meetings convened at shorter notice, the fact was not captured in the minutes along with ratification by IDs or majority of directors. We have recommended to ensure the same in future. The same has been mentioned in the Notice and agendas to the meeting.