

# SUUMAYA CORPORATION LIMITED

(Formerly known as Rangoli Tradecomm Limited)

CIN: L51909WB2009PLC137310



## 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 CORPORATION LIMITED (formerly known as Rangoli Tradecomm 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 for the time being in force and as amended from time to time), 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 8<sup>th</sup> April, 2020, General Circulars No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circulars No.22 / 2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No.10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 02/2022 dated 05<sup>th</sup> May 2022 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), for seeking approval of the Members of the company to transact the business as set out hereunder in the Notice through remote electronic voting ("E-voting") only.

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

You are requested to record your assent or dissent only by means of remote e-voting system provided by the Company

### **Scrutinizer for conducting the Postal Ballot:**

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Monday, 30 May, 2022 has appointed M/s. Rinkesh Gala and Associates (Membership No. ACS 42486, COP 20128), Practicing Company Secretary, 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 & Managing Director or any other Director or any other person authorised by the Chairman & Managing Director in this regard, not later than 48 working hours of conclusion of the voting through E-voting i.e. on or before Monday, 11 July, 2022 at 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e. [www.key2elements.com](http://www.key2elements.com) as well as on website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and shall be communicated to Bombay Stock Exchange Limited (BSE 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.

Registered Office:  
19B, B B Ganguly street,  
2nd Floor, Kolkata,  
West Bengal - 700012(India).

Registered Corporate Office:  
5/F, D-Wing, Malad Industrial Estate,  
Kachpada, Ramchandra Lane Extn,  
Malad (West), Mumbai - 400064.

T : 022 4971 2096  
T : 022 4963 2139  
E : [info@key2elements.com](mailto:info@key2elements.com)  
W : [www.key2elements.com](http://www.key2elements.com)

**Key details regarding the Postal Ballot/ E-voting:**

Sr. No.	Particulars	Details
1	Scrutinizer Details	M/s. Rinkesh Gala and Associates, Practicing Company Secretary. (Membership No. ACS 42486, COP 20128)
2	Cut-off date for eligibility for e-voting	Friday, 3 June, 2022
3	Time period for e-voting	09 June 2022 to 08 July 2022
4	Last date for publishing results of the e-voting	Latest by 11 July 2022
5	In case of any grievances or queries contact	<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>

**SPECIAL BUSINESS:**
**ITEM 1– APPROVAL OF SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER STATE AND SUBSEQUENTLY ALTER THE REGISTERED OFFICE ADDRESS CLAUSE OF MEMORANDUM OF ASSOCIATION 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 the provisions of Sections 12, 13 of the Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and confirmation of the Regional Director under section 12 of the Companies Act, 2013 and subject to such other approvals as may be necessary, the consent of the members of the company be and is hereby accorded for shifting of registered office of the Company from 19B, B. B. Ganguly Street, 2nd Floor, Kolkata WB 700012 IN, the state of West Bengal under the jurisdiction of ROC- Kolkata to B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai- 400063, Maharashtra, India, the state of Maharashtra under the jurisdiction of RoC, Mumbai, Maharashtra.

**RESOLVED FURTHER THAT** the existing Clause II of the Memorandum of Association of the company be substituted as follows:

*“The Registered Office of the Company will be situated in the State of Maharashtra, under the jurisdiction of RoC, Mumbai”*

**RESOLVED FURTHER THAT** any Directors of the Company or any other Authorized Representative of the company, be and are hereby authorized jointly and/or severally to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval / consent, as may be considered necessary and further authorised to appoint Advocates/Company Secretary in whole-time practice, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary in relation to the said matter.”

**By Order of the Board of Directors  
For Suumaya Corporation Limited  
(Formerly known as Rangoli Tradecomm Limited)**

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

**Date: 07 June, 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 31 December, 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 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, 03<sup>rd</sup> June, 2022 (“the cut-off date”).

A copy of this Postal Ballot Notice shall also be available on the website of the Company ([www.key2elements.com](http://www.key2elements.com)), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com), 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, 03 June, 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 Thursday, 9 June, 2022 at 9.00 a.m. and ends on Friday, 8 July, 2022 at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on 08 July, 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](mailto:rinkeshgala94@gmail.com) with a copy marked to [scl.cs@suumaya.com](mailto:scl.cs@suumaya.com); [investor@bigshareonline.com](mailto: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, 11 July, 2022 at the Corporate Office of the Company at Office: B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai – 400063, Maharashtra, India. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 8 July, 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 [scl.cs@suumaya.com](mailto:scl.cs@suumaya.com) and [investor@bigshareonline.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com), Helpdesk: 1800 22 5533.
12. 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 [scl.cs@suumaya.com](mailto:scl.cs@suumaya.com).

**General information and instructions relating to e-voting:**

- I. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through Central Depository Services Limited for all the Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Postal Ballot Notice of the Company.
- II. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its Members in respect of the resolutions proposed to be passed in terms of Postal Ballot Notice.
- III. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, 03 June, 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-</li> </ol>

	<p>Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</p>

	during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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 or joining virtual meeting & voting during the meeting.

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

**V. Login method for e-Voting and joining virtual meeting 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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- 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 (“EVS”) for the relevant Company Name i.e. “Suumaya Corporation Limited” on which you choose to vote on which you choose to vote.

- X. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- XI. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- XII. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.
- XIV. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- XV. If a demat account holder has forgotten the same password then enter the User ID and the image verification code and click on FORGOT PASSWORD & enter the details as prompted by the system.

**Note for non-individual Members and custodians:**

- Non-individual Members (i.e. other than individuals, HUF, NRI, etc.) and custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto:rinkeshgala94@gmail.com) or [scl.cs@suumaya.com](mailto:scl.cs@suumaya.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- For 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 [scl.cs@suumaya.com](mailto:scl.cs@suumaya.com) or to R&TA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com).
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**Important Note:**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**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 no. 1 of the accompanying Notice:**

**ITEM NO.1:**

The Members may note that the Company was incorporated under provisions of Companies Act, 1956 in Kolkatta, West Bengal, under the jurisdiction of Registrar of Companies (RoC) West Bengal, Kolkata.

Considering the fact that the business operations are undertaken from its Corporate Office situated in Mumbai, Maharashtra where the majority of the Directors and management of the Company are based the shifting in registered office would help in streamlining various corporate functions, result in operational convenience and increased efficiency and improved stakeholder's relationships. This will be in the best interest of all stakeholders.

Hence it is proposed to shift the registered office from 19B, B. B. Ganguly Street, 2nd Floor, Kolkata-700012, West Bengal, India to B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai- 400063, Maharashtra, India, to optimize its operational efficiency, subject to approval of shareholders.

The company would like to inform that members of the company had earlier passed the Special Resolution as on 07 August 2021 through postal ballot for shifting the Registered office address of the company from 19B, B. B. Ganguly Street, 2nd Floor, Kolkata-700012, West Bengal, India to Gala 5f/D, Malad Industrial Units CHS., Kachpada, Ramchandra Lane Extension, Malad West, Mumbai-400064, Maharashtra, India, however now the company is proposing to shift the registered office from 19B, B. B. Ganguly Street, 2nd Floor, Kolkata-700012, West Bengal, India to B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai- 400063, Maharashtra, India as this is the active corresponding office of the company.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder shifting of the registered office from one State to another and alteration of the Memorandum of Association requires the approval of Members by way of Special Resolution.

The Postal Ballot notice, the draft Resolutions along with the Explanatory Statements pertaining to the said resolution explaining in detail the material facts, and the draft copy of the proposed Memorandum of Association of the Company are available for inspection in physical or in electronic form at Registered Office and Corporate Office (Mumbai) of the Company on all working days (except Saturdays and Sunday) between 11.00 A.M. and 1.00 P.M. upto the last date of e-voting.

After the said proposal is approved by the Members, a petition is required to be made, under Section 13(4) of the Companies Act, 2013, to the Central Government for approval of the alteration to the Memorandum of Association of the Company pursuant to shift the Company's registered office from the State of West Bengal to the State of Maharashtra under the jurisdiction of RoC, Mumbai.

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

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 1 of the notice except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors  
For Suumaya Corporation Limited  
(Formerly known as Rangoli Tradecomm Limited)**

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

**Date: 07 June, 2022  
Place: Mumbai**