

SUUMAYA LIFESTYLE LIMITED

Registered Office: Gala No.5F/D, Malad Industrial Units, Coop Soc Ltd
Kachpada, Ramchandra Lane Extension, Malad (W) Mumbai 400064.

CIN: L70102MH2011PLC220879 Tel. No. 022-49712098

Email ID: suumayalifestyle@gmail.com Website: www.suumayalifestyle.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, that it is proposed to seek the consent of the members ("Members") of Suumaya Lifestyle Limited ("Company"), for the resolutions appended below, through postal ballot using Postal Ballot Form / remote electronic voting ("E-voting").

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Mr. Rinkesh Gala, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process (including e-voting process) in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at the Company's Registered Office at Gala No.5F/D, Malad Industrial Units, Coop Soc Ltd Kachpada, Ramchandra Lane Extension, Malad (W), Mumbai – 400064 Maharashtra on or before June 12, 2020. Please note that Postal Ballot Forms received after June 12, 2020 shall be deemed invalid. The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company. Thereafter, the results of the postal ballot will be declared by the Chairman or in his absence, by any person authorised by the Chairman at the Registered Office of the Company. The results will also be posted on the website of the Company www.suumayalifestyle.com The results shall also be intimated to the Stock Exchanges where the shares of the Company are listed accordingly.

The Company is pleased to provide e-voting facility to the Shareholders for transacting the business in the above said Postal Ballot Process. Members in dematerialized form, as on the cut-off date of May 8, 2020, may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through electronic voting system.

The Resolution, if approved, will be taken as passed effectively on the last date for receipt of duly completed postal ballot forms and e-voting.

SPECIAL BUSINESS :

ITEM 1

MIGRATION FROM NSE EMERGE PLATFORM TO CAPITAL MARKET SEGMENT (NSE MAIN BOARD)

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

“RESOLVED THAT pursuant to 277 of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 as applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions, if any of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to consent of applicable regulatory authorities, consent of the Members be and is hereby accorded for purpose of migration of the Company’s present listing from Emerge Platform of National Stock Exchange of India (NSE) to Capital Market Segment (Main Board) of NSE and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company be and are hereby severally authorised to deal with Government or semi-government authorities or any other concerned intermediaries including but not limited to The National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any applications and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from Emerge Platform of NSE Limited to the Main Board of NSE Limited.

RESOLVED FURTHER THAT any Director or Company secretary of the Company be and is/ are hereby severally authorized to do all such acts, deeds as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

ITEM 2 :

TO AUTHORISE THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1) (C) AND 180(1)(A) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with such Rules as may be applicable (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute or any delegatee to exercise its powers including the powers conferred by this Resolution) to borrow moneys from time to time as may be deemed requisite for the purpose of business (including new business ventures or prospects) of the Company, in both domestic and foreign currency, of both capital and revenue in nature and, if it thinks fit, for creation of such mortgage, charge and/or hypothecation as may be necessary, in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such of the assets of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking or the undertakings of the Company, in such manner as the Board may direct, in favour of financial institutions, investment institutions, banks, insurance companies, mutual funds, trusts, other bodies corporate or any other person(s) (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments, including but not restricted to securing those facilities which have already been sanctioned, including any enhancement therein, even though the moneys to be borrowed together with the moneys already borrowed by the Company may exceed at anytime, the aggregate of the paid-up share capital, free reserves and securities premium reserve of the Company, upto

a limit of an outstanding aggregate value of Rs. 500 Crore (Rupees Five Hundred Crore Only) (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/Debenture Trust Deeds entered/to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT subject to the provisions of the Act and the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), facilities of any nature from Banks / Financial Institutions, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds (including Masala Bonds) or any other instruments permitted to be issued by the Company under any law for the time being in force."

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument as the case may be, on which all such moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this Resolution and for matters connected therewith or incidental thereto, including intimating the concerned authorities or other regulatory bodies and delegating all or any of the powers conferred herein to any Committee of Directors or Officers of the Company and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 3:

TO AUTHORISE BORROWING BY WAY OF ISSUANCE OF SECURED OPTIONALLY CONVERTIBLE DEBENTURES

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

"RESOLVED THAT in accordance with the provisions of section 42, 62, 71 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force)(the "Act"), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with any other applicable law or regulation, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations"), The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), and other applicable guidelines, clarifications, rules, regulations issued by the Securities and Exchange Board of India, (SEBI), the uniform listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchange(s)"), and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India (the "SEBI"), the Ministry of Corporate Affairs, the Stock Exchange(s), and or any other competent regulatory authorities, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee

which the Board has constituted or may hereinafter constitute to exercise any of its power including the power conferred by this resolution) the consent, authority, sanction and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto 9,00,000 (Nine Lakh) 9% Optionally Convertible Debenture (OCD") of Rs. 100 (Rupees One Hundred only) each for cash for an aggregating amount up to Rs. 9,00,00,000/- (Rupees Nine Crores only) to such willing investors as the Board may deem fit.

AND THAT each such OCD may be converted at the option of Debenture holder within a time frame of not exceeding 18 months from the date of allotment into fully paid up Equity shares of Rs. 10/- each of the Company at a price which is being computed in accordance with the price determined as per Regulation 164(1) under Chapter V of the SEBI ICDR Regulations or shall be redeemed in such manner and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion in accordance with the provisions of applicable laws and regulations including the provisions of Chapter V of the SEBI (ICDR) Regulations and Companies Act.

RESOLVED FURTHER THAT the Relevant Date, as per Chapter V of the SEBI (ICDR) Regulations for the determination of issue price of Equity shares post conversion of OCDs shall be 30 (thirty) days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the OCDs shall be issued on the following terms:

- i) That the equity shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company, and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- ii) That the Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues
- iii) That the OCDs shall be secured against current assets of the Company;
- (iv) That the proposed allotment of 9,00,000 OCDs of Rs. 100 (One Hundred) each is for cash and entire amount is payable to the company on or before allotment.
- (v) That the OCDs shall be converted into the Equity Shares at the option of the OCD holder within a period of 18 (eighteen) months from the date of allotment or shall be redeemed at par and no Premium shall be payable on Redemption of OCDs .
- (vi) That no Fractional share shall be issued by the company.
- (vii) That the said OCDs are restricted for sale or transfer without the written consent of the Company
- (viii) That the OCDs shall carry simple interest @ 9% p.a. payable on half yearly basis.
- (ix) That the OCDs by themselves do not give to the holder thereof any rights of a shareholder of the Company;
- (x) That the number of Equity Shares that each OCD converts into and the price per Equity Share upon conversion of each OCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring;
- (xi) That the converted shares of OCD holder shall also be entitled to any future bonus, right issues of Equity Shares or other securities convertible into Equity Shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being; and
- (xii) That the converted shares shall rank *pari-passu* with the then existing equity shares of the Company in all respects, including as to dividend.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT in case the Proposed Debenture holder does not choose to exercise the conversion option before the expiry of 18 (Eighteen) months, the OCDs held by the Proposed Debenture holder will be compulsorily redeemed by the Company in accordance with the terms of issue .

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things including without limitation, effecting any modification to the terms of the issue, to execute any agreements or other instruments, to settle any questions or difficulties that may arise, appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required and to take such actions or give such directions as the Board in its absolute discretion deem fit desirable, necessary for the Preferential Issue of the OCDs without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolution to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board
For Suumaya Lifestyle Limited

Date: April 17, 2020

Place: Mumbai

Sd/-
Ms. Ishita Gala
Managing Director
DIN: 07165038

Notes:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013, is appended herein below. A Postal Ballot Form is also enclosed. A copy of the Notice and the Postal Ballot Form is also available on the website of the Company - www.suumayalifestyle.com

2. In compliance with the provisions of MCA General Circular No. 17/2020 dated 13th April 2020 issued for passing of Members resolutions during pandemic of COVID 19, notice of postal ballot would be sent only by email to the Members, whose email addresses are registered with the Company or Depositories. Members are requested to register their active email addresses with the Company by communicating the below information at cs@suumayalifestyle.com.

Name:

Number of shares:

DP ID/Client ID:

Email Address:

3. The Notice is being sent to all the Members, whose names appear in the Registrar of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on May 8, 2020 (being cut off date) and Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date..
4. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("CDSL") to facilitate E-voting. The detailed procedure with respect to E-voting is mentioned later in the Notice.
5. The Company has appointed Mr. Rinkesh Gala, Practising Company Secretary (Membership No.: 42486) as the Scrutinizer for scrutinizing the E-voting process to ensure that the process is carried out in a fair and transparent manner.
6. The voting commences on May 13, 2020 and ends on 05:00 p.m. (IST) on June 12, 2020. Please note that E-voting will be disabled for voting after the said date and time.
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. 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.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. June 12, 2020.
13. All the material documents referred to in the explanatory statement are available for inspection. Kindly email on cs@suumayalifestyle.com to get soft copies of the same.

INSTRUCTIONS FOR VOTING

Procedure for voting through electronic means

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

- (i) The voting period commences on May 13, 2020 from 9:00 a.m. (IST) and ends on June 12, 2020 at 5:00 p.m. (IST). During this period, the Member whose name is recorded in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on cut-off date i.e. May 8, 2020, may cast the vote electronically. The E-voting shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the E-voting website at www.evotingindia.com.
- (iii) Click on "Shareholders / Members".
- (iv) 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.
- (v) Next enter the image verification as displayed and click on Login.

(vi) 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.

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

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both i.e. shares held in dematerialized form as well as physical form) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rajesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yy format.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (v).

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

(ix) 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.

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

(xi) Click on the Electronic Voting Sequence Number ("EVSN") for the relevant Company Name i.e. "Suumaya Lifestyle Limited" on which you choose to vote on which you choose to vote.

(xii) 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.

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

(xiv) 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.

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

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

(xvii) 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.

(xviii) 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.

(xix) Note for non-individual Members and custodians:

(a) 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).

(b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(c) 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.

(d) 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.

(e) 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.

(xx) 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

(xxi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after May 13, 2020, 9.00 a.m, to June 12, 2020, 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Declaration of Results:

1. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairperson of the Company or a person authorized by him, who shall countersign the same, on June 13, 2020 and the result of the postal ballot will be declared on June 13, 2020 at the registered office of the Company.

2. Based on the Scrutinizer's Report, the Company will submit within 48 hours of the conclusion of the results to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.

3. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.suumayalifestyle.com and on the website of CDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statement relating to the accompanying Notice sets out all material facts in respect of the resolutions:

ITEM NO.1

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 An issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid-up Capital of the company as on date is Rs. 240,080,000/- and Company is also listed on SME platform of NSE Emerge for more than 2 Years. i.e. from 30/04/2018 till date, in compliance of part of NSE Listing Criteria, Directors are of the view that Migration to main board will act as a catalyst in the growth and expansion of the Company and also will help the shareholders of the Company to enjoy sufficient return from their investments.

The Board of Directors at its meeting held on April 17, 2020, has approved the migration of the company from Emerge Platform of NSE to the main board of NSE Limited subject to approval of the Regulatory Authorities and members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel or the Promoter/Promoter group entities of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution in item No.1.

ITEM NO. 2

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 and notified by the Ministry of Corporate Affairs on 9th February, 2018, the Board of Directors of the Company cannot borrow moneys in excess of the amount of the paid-up share capital, free reserves and securities premium reserve, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), without the approval of the Members, by way of a Special Resolution. In view of requirement of capital to further expand its business and to meet increased financial needs for working capital, it is proposed to enhance the borrowing limits of the Company to Rs. 500 crores. The Company shall endeavor to maintain a capital structure which would be consistent with its cash flows while optimizing the cost of capital. The Company may be required to secure some of the borrowings by creating mortgage/charge on all or any of the movable or immovable properties of the Company in favour of the lender(s) in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). In terms of Section 180(1)(a) of the Act any proposal to sell, lease or otherwise dispose of the whole, or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s), requires the approval of the Members by way of a Special Resolution. Accordingly, the consent of the Members is being sought for enhancement of borrowing limits and to secure such borrowings by mortgage/charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company as set out in Resolution No.2 appended to this Notice.

The Board recommends the passing of the Resolution under Item No.2 as a Special Resolution. Your approval is sought by voting through Postal Ballot pursuant to the provisions of Section 110 of the Act read together with such Rules as may be applicable for passing the Special Resolution as set out in this Notice. None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way,

concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice except to the extent of their shareholding interest, if any, in the Company

ITEM NO. 3

In view of lockdown due to pandemic COVID 19, the business of the Company is hit acutely leading to working capital crunch. With a view to tide over the issue, the Company needs infusion of funds. The Company proposes to create, offer, issue and allot convertible security instruments viz Optionally Convertible Debentures (OCD's) to willing investors, for an aggregate amount of upto INR 9 crores (Rupees Nine Crores only). The tenure of the OCDs shall not exceed 18 (Eighteen) months from the date of their allotment.

As per the provisions of Section 42, 62(1)(c) and 71 of the Companies Act, 2013 ("the Act") and its rules thereunder and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI (ICDR) Regulations"), as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations.

1. The object / purpose of the preferential issue:

The proceeds of the 9% OCD will be used for working capital requirements of the Company and for general corporate purpose.

2. Maximum number of debentures to be issued:

9,00,000 optionally convertible debentures of Rs. 100/- each aggregating to Rs. 9,00,00,000 (Rupees Nine Crores Only) secured against current assets of the Company at par.

3. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Promoter, directors or key managerial personnel of the Company or their relatives intends to subscribe to the proposed preferential issue of Optionally Convertible Debentures

4. The shareholding pattern of the issuer Company before and after the preferential issue:

The pre issue shareholding pattern of the Company is as under:

Sr No	Category	Pre-issue	
		No of shares held	% of share holding
A	Promoters' holding		
1	Indian		
	Individual	26,97,500	11.24
	Bodies corporate	48,60,000	20.24
	Sub-total	75,57,500	31.48
2	Foreign promoters	0	0
	sub-total (A)	75,57,500	31.48
B	Non-promoters' holding		
1	Institutional investors	0	0
(a)	Mutual Funds	0	0
(b)	Venture Capital Funds	0	0
(c)	Alternate Investment Funds	0	0
(d)	Foreign Venture Capital Investors	0	0

(e)	Foreign Portfolio Investors	0	0
(f)	Financial Institution/ Banks	1,20,000	0.49
(g)	Insurance Companies	0	0
(h)	Provident Funds/ Pension Funds	0	0
	sub-total (B)(1)	1,20,000	0.49
2	Central Government/ State Government(s)/ President of India	0	0
	sub-total (B)(2)	0	0
3	Non-institution		
(a)	i. Individual holding nominal share capital up to Rs.2 Lac	24,21,600	10.08
	ii. Individual holding nominal share capital in excess of Rs.2 Lac	54,23,818	22.59
(b)	NBFCs registered with RBI	0	0
(c)	Employee Trust	0	0
(d)	Overseas depositories (holding DRs)	0	0
(e)	Any Other		
	Bodies Corporate	72,61,925	30.24
	Clearing Member	3,41,657	1.42
	HUF	7,81,500	3.25
	Non-resident Indian (Non-Repat)	1,00,000	0.41
	sub-total (B)(3)	1,63,30,500	68.02
	Total Public Shareholding (B)= (B) (1)+ (B) (2)+ (B) (3)	1,64,50,500	68.52
	GRAND TOTAL	2,40,08,000	100

Post Holding shareholding pattern cannot be determined since price of shares on conversion and category in which the allottees will fall is not ascertained presently.

5. The time within which the allotment shall be completed:

As required under SEBI ICDR Regulations, the Company shall complete the allotment of 9% OCD on or before the expiry of 15 days from the date of passing this resolution by the shareholders of the company or where the allotment of said debentures require any approval(s) from any regulatory authorities or central Government, the said allotment will be completed within 15 days from the date of such approval, as the case may be applicable.

6. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them

The persons are not yet identified by the Company. The offer for issue will be circulated after passing of special resolution by the shareholders.

7. Issue Price and Relevant Date

The 9% OCD of Rs. 100/- each are to be issued at par. The issue price of the Equity Shares shall be computed in accordance with Regulation 164(1) of SEBI ICDR Regulations for frequently traded shares for a period of twenty six weeks or more as on the Relevant Date.

Relevant Date : In accordance with the Regulation 164 under Chapter V of the SEBI ICDR Regulations relevant date shall be 30 (thirty) days prior to the date on which the holders of the convertible securities become entitled to apply for the equity shares.

8. Re-computation of Issue Price

Since the pricing of the shares will be determined on the basis of Company's Equity Shares are frequently traded and have been listed on a recognized Stock Exchange for a period of twenty six weeks or more as on the Relevant Date, there is no need for the Company to re-compute the Issue Price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) of the SEBI ICDR Regulations.

9. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

10. The change in control, if any, in the Company that would occur consequent to the preferential issue:

As a result of the proposed Preferential Issue of Equity Shares and OCDs, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

11. Lock In Requirement

The Equity Shares, OCDs and the Equity Shares on the conversion of the OCDs shall be subject to applicable lock-in and transfer restrictions stipulated under the SEBI ICDR Regulations.

ii) The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

12. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year

13 Auditor's Certificate

A copy of the certificate from the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be open for inspection at the registered office of the Company between 11:00 A.M. and 4.00 P.M. on all working days, other than Saturday, up to the last date of receipt of forms for Postal Ballot.

14 Report of registered valuer

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, OCDs and Equity Shares arising on conversion of the OCDs under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

15 Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of to the extent of their respective shareholding in the Company.

16 The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

No allotment of any kind of securities on preferential basis has been made by the Company during the financial year 2020-21 and further presently there are no securities as issued are pending.

17 The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

The Board accordingly recommends the Special Resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Resolution, except to the extent of equity shares/ stock options of the Company held by them.

Date: April 17, 2020

Place: Mumbai

By Order of the Board
For Suumaya Lifestyle Limited

Sd/-
Ms. Ishita Gala
Managing Director
DIN: 07165038

SUUMAYA LIFESTYLE LIMITED

Registered Office: Gala No.5F/D, Malad Industrial Units, Coop Soc Ltd
Kachpada, Ramchandra Lane Extension, Malad (W) Mumbai 400064.

CIN: L70102MH2011PLC220879 Tel. No. 022-49712098

Email ID: suumayalifestyle@gmail.com Website: www.suumayalifestyle.com

POSTAL BALLOT FORM

Sr. No.	Particulars	Details of Member(s)
1.	Name(s) of member(s) (including joint holders, if any) in block letters:	
2.	Registered Address of the sole / first named member:	
3.	Registered Folio No. / DP ID No. and Client ID No.:	
4.	Number of Share(s) held :	

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated April 17, 2020 ("Notice"), by conveying my/our assent or dissent to the said resolution(s) by placing tick () mark at the appropriate boxes below:

Sr. No.	Brief description of the resolution(s)	Type of resolution	No. of equity shares	I/We assent to the resolution	I/We dissent to the resolution (AGAINST)
1.	Migration of company Scrip from NSE EMERGE Platform to NSE Capital Market Segment (Main Board)	Special			
3	Authorize Board of Directors u/s 180(1)(a) and 180(1)(c) of the Act for borrowings and creation of charge	Special			
2	Authorize borrowing by way of issuance of secured Optionally Convertible Debentures.	Special			

Place:

Date:

E-mail address:

Contact No.:

(Signature of the Member/Authorized Representative)

ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evotingindia.com> The E-voting particulars are as set out below:

EVSN (Electronic Voting Sequence Number)	User ID	Password

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
May 13, 2020	June 12, 2020

Notes:

1. Please read the instructions printed below carefully before exercising the vote through this form.
2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
3. E-voting shall be disabled at 5:00 p.m. (IST) on June 12, 2020.