

SUMUKA AGRO INDUSTRIES LIMITED

(Formerly known as Superb Papers Limited)

CIN: L74110MH1989PLC289950

Registered Office: Shop No. 1 & 7, Ground Floor, Empress Chambers, Plot No. 89A & B, Sector No. 1, Opp. NKGSB Bank, Kandivali (West), Mumbai – 400 067

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Website: www.sumukaagro.com

NOTICE

Notice is hereby given that an Extraordinary General Meeting (EOGM) of the Members of Sumuka Agro Industries Limited (Formerly known as Superb Paper Limited) will be held on Wednesday, May 11, 2022 at 11:00 A.M through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

SPECIAL BUSINESSES:

1. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 (“the Act”), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of ₹ 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of Face Value of ₹ 10/- (Rupee Ten Only) each to ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Face Value of ₹ 10/- (Rupee Ten Only) each by addition of 15,00,000 (Fifteen Lakhs) Equity Shares of Face Value of ₹ 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under: “V. The Authorised Share Capital of the Company is ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Face Value of ₹ 10/- (Rupee Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Paresh Harishkumar Thakker, Managing Director and/or Mr. Bhavin Mehta, Executive Director of the Company and/or Mr. Aakash Parekh, Company Secretary, be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

2. Preferential Allotment of Equity Shares of the Company:

To issue and allot 16,66,670 Equity Shares of the Company, each having face value of ₹ 10/-, at a price of ₹ 30.30/- per Equity Share and for an aggregate consideration of ₹ 5,05,00,101/- (Rupees Five Crores Five Lakhs One Hundred and One Only), on a preferential basis, as per below mentioned table.

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

“**RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42 and 62 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) read with rules framed thereunder (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force), (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”), (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), (iv) the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, as applicable (v) the provisions of the Memorandum of Association and Articles of Association of the Company, (vi) Listing Agreement entered into by the Company with the BSE Limited, where the Equity Shares of the Company are listed (the “Stock Exchange”) and subject to the permissions, consents, sanctions and approval from various statutory and/or regulatory authorities, as may be

necessary, and subject to such conditions and modifications as might be prescribed by such statutory and/or regulatory authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis, 16,66,670 (Sixteen Lakhs Sixty Six Thousands Six Hundred and Seventy) Equity Shares having face value of ₹ 10/- each (the “Equity Shares”), at a price of ₹ 30.30/- (Rupees Thirty and Thirty Paise Only) per Equity Share (“Preferential Allotment”) to the below mentioned proposed allottees (“Proposed Allotees”):

Sr. No.	Name of Proposed Allotees	Existing Category	Status	No. of Equity Shares
1	Shaili Patel	Public	Individual (Whole Time Director and CFO of the Company)	1,00,000
2	Arunaben Joshi	Public	Individual	1,00,000
3	Aegis Investment Fund	Public	Foreign Portfolio Investor	1,50,000
4	Haxco Invest Private Limited	Public	Private Company	5,66,670
5	Jayaraman Vishwanathan	Public	Individual	1,00,000
6	Smita Dhanuka	Public	Individual	1,00,000
7	Riddhi Dhanuka	Public	Individual	1,00,000
8	Maulika Nagar	Public	Individual	50,000
9	Panna Parekh	Public	Individual	75,000
10	Ketan Vakharia	Public	Individual	50,000
11	Rohan Vinay Pai HUF	Public	Hindu Undivided Family	1,00,000
12	Vikas Arora	Public	Individual	75,000
13	Nikita Jhanwar	Public	Individual	3,300
14	Amitkumar Rathi	Public	Individual (Additional Independent Director of the Company)	50,000
15	Sahadev Dutta	Public	Individual	46,700
Total				16,66,670

RESOLVED FURTHER THAT in terms of Chapter V of the ICDR Regulations, the “Relevant Date” for determining the minimum price for the purpose of the Preferential Allotment shall be April 11, 2022 being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts,

arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to Mr. Paresh Harishkumar Thakker, Managing Director and/or Mr. Bhavin Mehta, Executive Director of the Company and/or Mr. Aakash Parekh, Company Secretary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Sumuka Agro Industries Limited**
(formerly known as Superb Paper Limited)

Place: Mumbai

Date: April 11, 2022

Mr. Paresh Harishkumar Thakker
(Managing Director)
DIN: 07336390

NOTES

- 1) A statement under Section 102 of the Companies Act, 2013 (“the Act”) and/or as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”) concerning the Special Businesses of the Notice is annexed hereto.
- 2) In view of the outbreak of the COVID-19 pandemic and pursuant to the General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs, Government of India, (“MCA Circulars”) and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI Circulars”) physical attendance of the Members at the Extra-Ordinary General Meeting (“EGM”) venue is not required and that the general meeting shall be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM and thus the attendance slip is not attached to this notice.
- 3) Pursuant to the MCA Circulars and SEBI Circulars, the facility to appoint proxy to attend and cast vote for and on behalf of the members is not available for this EGM and hence the Proxy Form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 4) Institutional / Corporate Shareholders (i.e. other than individuals / HUF / NRI etc.) are required to send a scanned copy of its Board or governing body resolution / Authorisation etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address on sumukaagro@gmail.com with a copy marked to vanshreemodi@gmail.com and evoting@nsdl.co.in.
- 5) In case of joint holders attending the meeting, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 6) Members and authorised representatives are requested to provide duly completed and signed documents, mentioning therein details of their DP ID and Client ID / Folio No.
- 7) The Members can join the EGM through the VC/OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the EGM, by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first-come first-served basis. This will not include large shareholders (shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first-come first-served basis.
- 8) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the EGM will be provided by NSDL.
- 10) In line with the MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.sumukaagro.com. The Notice can also be accessed from the website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com. The Notice is also available on the website of NSDL (agency for providing the remote e-voting and e-voting facility) at www.evoting.nsdl.com.
- 11) In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories.
- 12) Ms. Vanshree Modi, Proprietor of M/s Vanshree Modi & Associates, Practising Company Secretary (Membership No. ACS: 39502, CP No: 19429) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the EGM, will first count the votes cast at meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in

employment of the Company and shall make, within 48 hours from the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

13) The result of the voting shall be announced on or before Friday, May 13, 2022, upon receipt of Scrutinizer’s report and same shall be displayed on the website of the Company at www.sumukaagro.com and on the website of NSDL at www.evoting.nsdl.com besides being sent to BSE Limited.

14) EGM has been convened through VC/OAVM in compliance with MCA Circulars and SEBI Circulars. Since EGM is being held through VC/OAVM, the route map of the venue of EGM is not annexed herewith and the venue of EGM shall be deemed to be the Registered Office of the Company.

15) Voting by electronic means:

A. In compliance with provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI Listing Regulations and Secretarial Standard on General Meetings (“SS2”), the Company has provided to the members with a facility to exercise their voting right at the Extra-Ordinary General Meeting (“EGM”) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of EGM (“remote e-voting”) will be provided by NSDL.

B. The remote e-voting period begins on Sunday, May 08, 2022 at 09:00 A.M. and ends on Tuesday, May 10, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date), i.e., Thursday, May 05, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date, i.e. Thursday, May 05, 2022.

C. The instructions of e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

a. Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-

	<p>Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;">   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use ‘Forget User ID’ and ‘Forget Password’ option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

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

b. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<p><u>How to Log-in to NSDL e-Voting website?</u></p> <ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i></p>
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4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vanshremodi@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in, who will also address the grievances connected with the voting by electronic means.
4. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the Cut-Off Date, i.e., Thursday, May 05, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at sumukaagro@gmail.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 sumukaagro@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sumukaagro@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote during the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

16) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at sumukaagro@gmail.com. Such shareholders must register their request three (3) days in advance of the Meeting, i.e., on or before, Saturday, May 07, 2022 with the Company.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sumukaagro@gmail.com. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

8. Shareholders' who need assistance before or during the Meeting, can contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or call on toll free no.: 1800-0120-990 / 1800-22-44-30.

By Order of the Board of Directors
For **Sumuka Agro Industries Limited**
(formerly known as Superb Paper Limited)

Place: Mumbai

Date: April 11, 2022

Mr. Paresh Harishkumar Thakker
(Managing Director)
DIN: 07336390

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated April 11, 2022:

Item No. 1

Presently, the Authorized Share Capital of the Company is ₹ 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each.

In order to facilitate the future requirements of the Company, it is proposed to increase the Authorized Share Capital to ₹ 7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each by addition of 15,00,000 (Fifteen Lakhs) Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members’ approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. on all working days of the Company (Except Saturdays, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.1 of this Notice.

Item No. 2

Your Company proposes to raise fresh capital of ₹ 5,05,00,101/- (Rupees Five Crores Five Lakhs One Hundred and One Only) by issuing and allotting 16,66,670 Equity Shares of the Company, each of face value of ₹ 10/- (Rupees Ten Only), at a price of Rs. 30.30/- (Rupees Thirty and Thirty Paise) per Equity Share, in the following manner (collectively, “Preferential Allotment”):

- a. 1,00,000 Equity Shares of the Company to Shaili Patel, Whole Time Director (‘WTD’) and Chief Financial Officer (‘CFO’) of our Company, for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- b. 1,00,000 Equity Shares of the Company to Arunaben Joshi for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- c. 1,50,000 Equity Shares of the Company to Aegis Investment Fund, a Public Company incorporated under the laws of Republic of Mauritius vide its Registration No. 130015 (C1/GBL), for an aggregate consideration of ₹ 45,45,000/- (Rupees Forty Five Lakhs Forty Five Thousands Only);
- d. 5,66,670 Equity Shares of the Company to Haxco Invest Private Limited, a Private Company controlled by Samarth Prabhudas Ramanuj and Shruti Ramanuj, for an aggregate consideration of ₹ 1,71,70,101/- (Rupees One Crore Seventy One Lakhs Seventy Thousands One Hundred and One Only);
- e. 1,00,000 Equity Shares of the Company to Jayaraman Vishwanathan for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- f. 1,00,000 Equity Shares of the Company to Smita Dhanuka for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- g. 1,00,000 Equity Shares of the Company to Riddhi Dhanuka for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- h. 50,000 Equity Shares of the Company to Maulika Nagar for an aggregate consideration of ₹ 15,15,000/- (Rupees Fifteen Lakhs Fifteen Thousands Only);

- i. 75,000 Equity Shares of the Company to Panna Parekh for an aggregate consideration of ₹ 22,72,500/- (Rupees Twenty Two Lakhs Seventy Two Thousands Five Hundred Only);
- j. 50,000 Equity Shares of the Company to Ketan Vakharia for an aggregate consideration of ₹ 15,15,000/- (Rupees Fifteen Lakhs Fifteen Thousands Only);
- k. 1,00,000 Equity Shares of the Company to Rohan Vinay Pai HUF, a Hindu Divided Family controlled by Rohan Pai, for an aggregate consideration of ₹ 30,30,000/- (Rupees Thirty Lakhs Thirty Thousands Only);
- l. 75,000 Equity Shares of the Company to Vikas Arora for an aggregate consideration of ₹ 22,72,500/- (Rupees Twenty Two Lakhs Seventy Two Thousands Five Hundred Only);
- m. 3,300 Equity Shares of the Company to Nikita Jhanwar for an aggregate consideration of ₹ 99,990/- (Rupees Ninety Nine Thousands Nine Hundred and Ninety Only);
- n. 50,000 Equity Shares of the Company to Amitkumar Rathi, an Additional Independent Director ('ID') of our Company, for an aggregate consideration of ₹ 15,15,000/- (Rupees Fifteen Lakhs Fifteen Thousands Only), and
- o. 46,700 Equity Shares of the Company to Sahadev Dutta, for an aggregate consideration of ₹ 14,15,010/- (Rupees Fourteen Lakhs Fifteen Thousands and Ten Only).

The Preferential Allotment represents 23.45% of the Company's enhanced Equity Share capital post the issue and the net-worth of the company shall increase to over ₹ 6.60 Crores post the issuance.

In connection with the Preferential Allotment, the Audit Committee of the Board of the Company has approved subscription of 1,00,000 Equity Shares of the Company by Shaili Patel (WTD and CFO of the Company) and Amitkumar Rathi (an Additional Independent Director of the Company), and authorised the Board to enter into any contracts/arrangements in relation to such issuance, as may be required, as the Board of Directors may deem fit after being satisfied that such contract(s)/ arrangement(s)/ transaction(s) are on an arm's length basis.

The Board of directors of the Company in their meeting held on Monday, April 11, 2022 subject to necessary approval(s), have approved the Preferential Allotment. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (the "Act") and rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Allotment requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

Salient features of the preferential issue of Equity Shares are as under:

1. The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.
2. The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid Preferential Allotment was supposed to be April 11, 2022, being 30 days prior to the date of this Extra-Ordinary General Meeting.
3. In terms of Regulation 164 of the ICDR Regulations the price at which the Equity Shares being proposed to be allotted on preferential basis shall not be less than the higher of the following:
 - a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

'Stock Exchange' for the purpose of this clause means recognized stock exchange in which the highest trading volume in respect of the Equity shares of the Company has been recorded during the preceding 90 days prior to the relevant date.
4. The volume weighted average price as computed on the above basis during 90 days preceding the relevant date is ₹ 24.31 per Equity Share whereas during 10 days preceding the relevant date is ₹ 30.28 per Equity Share. The higher of the two prices calculated is ₹ 30.28 per Equity Share and the issue price is ₹ 30.30/- (Rupees Thirty and Thirty Paise Only) per Equity Share which is higher than the two calculated prices.
5. This is the first preferential issue of equity shares by the Company in this financial year and no other persons have been allotted any securities on a preferential basis during the current year.

Following disclosures for the issue of Equity Shares on preferential basis are made in accordance with the provisions of Section 42, 62 (1)(c) of the Act and Rule 13 of the Companies (Share Capital and Debentures Rules), 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the ICDR Regulations:

a. Object of the issue:

- The preferential issue would result in the infusion of ₹ 5,05,00,101/- (Rupees Five Crores Five Lakhs One Hundred and One Only) of straight Equity into the Company, thereby augmenting the networth to over ₹ 6.60 Crores post issuance which will enable the Company to utilize funds for Working Capital Requirements and purchase of machineries for business purposes.
- The huge capital infusion would affect business in a positive manner and have positive impact on all stakeholders such as employees, customers and shareholders.

b. Maximum number of specified securities to be issued:

Maximum number of Equity Shares to be issued by the Company is 16,66,670 Equity Shares.

c. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

Except, Shaili Patel (WTD and CFO of the Company) and Amitkumar Rathi (an Additional Independent Director of the Company), no other Promoter or Director(s) would be subscribing to the preferential issue approved by this resolution. Intention of Shaili Patel and Amitkumar Rathi for subscribing this offer is to increase their stake in the Company considering potential of the Company.

d. Shareholding pattern before and after the proposed preferential issue:

Shareholding Pattern before and after the proposed issue based on the shareholding as on March 31, 2022 is given below:

Sr. No.	Category of Shareholder(s)	Pre-Issue (As on March 31, 2022)		Post-Issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoter and Promoter Group				
1	Indian	Nil	Nil	Nil	Nil
	Sub Total (A) (1)	Nil	Nil	Nil	Nil
2	Foreign	Nil	Nil	Nil	Nil
	Sub Total (A) (2)	Nil	Nil	Nil	Nil
	Total (A)	Nil	Nil	Nil	Nil
B	Public / Non-Promoter Holding				
1	Institutions				
A	Foreign Portfolio Investors	5,40,000	9.93%	6,90,000	9.71%
	Sub Total (B) (1)	5,40,000	9.93%	6,90,000	9.71%
2	Central Government/ State Government(s) / President of India	Nil	Nil	Nil	Nil
	Sub Total (B) (2)	Nil	Nil	Nil	Nil
3	Non-Institutions				%
a)	Individuals				
i)	Individual shareholders holding nominal share capital up to ₹ 2 lakhs	17,59,863	32.35%	17,51,163	24.64%
ii)	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	20,10,072	36.95%	28,68,772	40.36%
b)	Any other, specify				
	LLP	3,100	0.06%	3,100	0.04%
	Bodies Corporate	7,51,027	13.80%	13,17,697	18.54%
	Clearing Members	69,531	1.28%	69,531	0.98%
	Non-Resident Indian	1,00,410	1.85%	1,00,410	1.41%
	HUF	2,06,497	3.80%	3,06,497	4.31%
	Sub Total (B) (3)	49,00,500	90.07%	64,17,170	90.29%
	Total (B)	54,40,500	100.00%	71,07,170	100.00%
3	Non-Promoter Non-Public	Nil	Nil	Nil	Nil

Shareholder				
Total (3)	Nil	Nil	Nil	Nil
TOTAL (1) + (2) + (3)	54,40,500	100.00%	71,07,170	100.00%

**after considering effect of Allotments done through Preferential Issue only.*

e. Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and /or who ultimately control proposed allottees and the percentage of the post preferential issue capital that may be held by them is given in the following table:

Sr. No.	Name of the Proposed Allottee and Address	Category	Pre-Issue Holding as on April 01, 2022	% on Pre-Issue Paid-up Capital	No. of Equity Shares proposed to be allotted*	Post-Issue Holding	% on Post-Issue Paid-up Capital	Ultimate beneficial owner
1	Aegis Investment Fund	Public	5,40,000	9.93%	1,50,000	6,90,000	9.71%	N.A.
2	Haxco Invest Private Limited having its registered office situated at 72, Vandemataram Township, Nr Railwar Crossing, Opp. Vikram Plaza, Gota, Ahmedabad, Gujarat – 382 481	Public	Nil	Nil	5,66,670	5,66,670	7.97%	Samarth Prabhudas Ramanuj and Shruti Ramanuj
3	Rohan Vinay Pai HUF	Public	Nil	Nil	1,00,000	1,00,000	1.41%	Rohan Pai

**Subject to necessary approvals*

g. the percentage of post preferential issue capital held by the proposed allottees:

Sr. No.	Name of Proposed Allottees	No. of Equity Shares proposed to be allotted*	Post-Issue Holding	% on Post-Issue Paid-up Capital
1	Shaili Patel	1,00,000	2,54,215	3.58%
2	Arunaben Joshi	1,00,000	1,02,000	1.44%
3	Aegis Investment Fund	1,50,000	6,90,000	9.71%
4	Haxco Invest Private Limited	5,66,670	5,66,670	7.97%
5	Jayaraman Vishwanathan	1,00,000	3,04,500	4.28%
6	Smita Dhanuka	1,00,000	1,00,000	1.41%
7	Riddhi Dhanuka	1,00,000	1,00,000	1.41%
8	Maulika Nagar	50,000	50,000	0.70%
9	Panna Parekh	75,000	75,000	1.06%
10	Ketan Vakharia	50,000	50,000	0.70%
11	Rohan Vinay Pai HUF	1,00,000	1,00,000	1.41%
12	Vikas Arora	75,000	75,000	1.06%
13	Nikita Jhanwar	3,300	3,300	0.05%
14	Amitkumar Rathi	50,000	62,000	0.87%
15	Sahadev Dutta	46,700	46,700	0.66%
	Total	16,66,670	25,79,385	36.29%

**Subject to necessary approvals*

h. Change in control:

The proposed allotment on preferential basis, will not mandatorily result in change in management or control of the Company as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as

amended. However, Ms. Shaili Patel along with Mr. Ghanshyam Patel and their PACs including Mrs. Arunaben Joshi, have made voluntary Public Announcement dated April 11, 2022 to change management and control of the Company pursuant to regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

i. Lock-in period:

The proposed allottees, have not sold or transferred any Equity Shares of the Company during the 90 days prior to the relevant date. The Equity Shares allotted pursuant to the proposed preferential issue, shall be subject to lock-in as per ICDR Regulations.

j. Undertaking as to re-computation of price and lock-in of the specified securities in terms of the provision of these regulations:

Since the Equity Shares of the Company has been listed on the recognized stock exchange for a period of more than 90 days prior to the relevant date, the Company is not required to re-compute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

k. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

The current and proposed status of the allottees post Preferential Issue shall be as mentioned below:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status post preferential issue
1	Shaili Patel	Non-promoter	Promoter*
2	Arunaben Joshi	Non-promoter	Promoter Group*
3	Aegis Investment Fund	Non-promoter	Non-promoter
4	Haxco Invest Private Limited	Non-promoter	Non-promoter
5	Jayaraman Vishwanathan	Non-promoter	Non-promoter
6	Smita Dhanuka	Non-promoter	Non-promoter
7	Riddhi Dhanuka	Non-promoter	Non-promoter
8	Maulika Nagar	Non-promoter	Non-promoter
9	Panna Parekh	Non-promoter	Non-promoter
10	Ketan Vakharia	Non-promoter	Non-promoter
11	Rohan Vinay Pai HUF	Non-promoter	Non-promoter
12	Vikas Arora	Non-promoter	Non-promoter
13	Nikita Jhanwar	Non-promoter	Non-promoter
14	Amitkumar Rathi	Non-promoter	Non-promoter
15	Sahadev Dutta	Non-promoter	Non-promoter

**Pursuant to voluntary Public Announcement dated April 11, 2022 made by Ms. Shaili Patel along with Mr. Ghanshyam Patel and their PACs including Mrs. Arunaben Joshi, to change control and management of the Company in accordance with regulation 3(1) and 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.*

l. Undertakings:

- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the Company, its Directors or Promoters have been declared as ‘wilful defaulter’ or ‘fraudulent borrower’ as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a ‘fugitive economic offender’ as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

m. Company Secretary’s Certificate:

The certificate from Vanshree Modi & Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for

inspection by the Members during the meeting and will also be made available on the Company's website at www.sumukaagro.com.

n. Other Disclosures:

- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- Since the Equity Shares of the Company are listed on the stock exchange, report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.

By Order of the Board of Directors
For **Sumuka Agro Industries Limited**
(formerly known as Superb Paper Limited)

Place: Mumbai

Date: April 11, 2022

Mr. Paresh Harishkumar Thakker
(Managing Director)
DIN: 07336390