

Ref. BSE/Reg.30/April2024/1

April 12, 2024

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code–532070**

Dear Sir,

**SUB : NOTICE OF POSTAL BALLOT THROUGH ELECTRONIC VOTING.**

We enclose a copy of the Postal Ballot Notice (“Notice”) dated April 12, 2024 together with the Explanatory Statement thereto, seeking approval of the Members for the following agenda :-

1. To Consider and Approve Write-Off of Outstanding Loan from the Debtors.
2. Approval of increase in the limits of Inter Corporate loans/ Guarantee etc. under Section 186 of the Companies Act, 2013.

The Notice is also available on the website of the Company i.e. [www.Sumukaagro.com](http://www.Sumukaagro.com) , members whose names are appeared in the Register of Members/ List of Beneficial Owners as on cutoff date. i.e. 12<sup>th</sup> April, 2024 are eligible for the purpose of E-Voting.

The remote e-voting will commence from Sunday, 14<sup>th</sup> April, 2024 (9:00 a.m. IST) and will end on Monday, 13<sup>th</sup> May 2024 (5:00 p.m. IST).

Kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully  
**For Sumuka Agro Industries Limited**  
(Formerly known as Superb Papers Limited)



**Paresh Thakker**  
**Managing Director**  
**DIN: 07336390**

**POSTAL BALLOT NOTICE**

**[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ("remote e-voting") only. For this purpose, the Company has availed the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company has appointed CS Vanshree Shah, Practicing Company Secretary, having Membership No. FCS 12775 and Certificate of Practice No. 19429 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before **14<sup>th</sup> May, 2024** and also be hosted on website of the Company [www.sumukaagro.com](http://www.sumukaagro.com) and on the website of NSDL ([evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)). The Results will also be communicated to BSE Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. **13<sup>th</sup> May, 2024** in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

### **SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without modification, if any, the following resolutions as “**Special Resolutions**”.

#### **ITEM NO 1**

#### **TO CONSIDER AND APPROVE WRITE-OFF OF OUTSTANDING LOAN FROM DEBTORS**

WHEREAS, it has been brought to the attention of the Board of Directors of the Company, that certain outstanding loans owed to the Company by debtors have become uncollectible; WHEREAS, after diligent efforts to collect said outstanding loans, it has been determined by the Board of Directors that it is in the best interest of the Company to write off these debts from the Company's books;

WHEREAS, Pursuant to relevant provisions of the Companies Act, 2013 and rules made there under, the Members to pass the following special resolution for such actions;

**RESOLVED THAT**, the outstanding loans owed to the Company by debtors listed in the following schedule, totalling to Rs.1,36,52,300/- are hereby declared uncollectible and are to be written off from the Company's books with immediate effect;

| <b>Sr. No.</b> | <b>Name of Companies</b>                | <b>Amount in Rs.</b> | <b>Company Status</b> |
|----------------|---|----------------------|-----------------------|
| 1              | M/s. Nirzari Organisers Private Limited | Rs. 65,65,500/-      | Striked Off           |
| 2              | M/s. Treasure chest investment Pvt ltd  | Rs. 70,86,800/-      | Striked Off           |

**FURTHER RESOLVED THAT**, the officers of the Company are hereby authorized and directed to take all necessary actions to effectuate the write-off of these outstanding loans, including but not limited to, making appropriate entries in the Company's accounting records and updating financial statements accordingly;

**FURTHER RESOLVED THAT** the officers of the Company are authorized to take any necessary actions to pursue legal remedies or collection efforts for the outstanding loans in the future, should circumstances change and recovery becomes feasible;

**RESOLVED FURTHER THAT**, any of the Directors or Company Secretary of the Company be and is hereby authorized to file forms with the Registrar of Companies, to make necessary entries in the Statutory registers of the Company and to do all such acts/deeds/things as may deem fit to give effect to this Resolution.

**ITEM NO. 2**

Approval of increase in the limits of Inter Corporate loans/ Guarantee etc. under Section 186 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 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent 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 which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate; ·
- Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and

in excess of the limits prescribed under Section 186 of the Act, notwithstanding that the aggregate of loans so far made, the amounts for which guarantee or security so far provided to, along with the loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher. Hence, the Company is hereby permitted to provide inter corporate loans/ guarantees or securities in connection with loan(s) up to Rs. 10 Crores (Rupees Ten Crores Only).”

**“RESOLVED FURTHER THAT,** Board of Director of the Company, be and is hereby severally authorized to take all actions and to do all such acts, deeds, matters and things with respect to the above and sign, execute and deliver such deeds, documents, writings or paper as may be necessary or incidental to give effect to this resolution.”

**By Order of the Board**  
**For Sumuka Agro Industries Limited**  
Sd/-  
**Paresh Thakker**  
**(Managing Director)**  
(DIN : 07336390)

CIN: L74110MH1989PLC289950

Email: [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com)

Place: Mumbai

Date: 12-04-2024

**NOTES:**

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on April 12<sup>th</sup>, 2024 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, **Purva Sharegistry (India) Pvt. Ltd** ("RTA").
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.sumukaagro.com](http://www.sumukaagro.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Postal Ballot Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on 12<sup>th</sup> April, 2024. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices of postal ballot, and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to temporarily update their email address and mobile number with the Company/Company's Registrar and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd by sending an email request at the email ID [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com) or [busicomp@vsnl.com](mailto:busicomp@vsnl.com) / [support@purvashare.com](mailto:support@purvashare.com) along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card and copy of the Share Certificate for registering their email address and receiving the Notice of postal ballot and the e-voting instructions.
6. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com).

## 7. Procedure for Remote E-Voting

### **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 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 eVoting 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"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to eVoting</b>” under e-Voting services and you will be able to see eVoting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol> |

|  |  |
|--|--|
|  | <p>wherein you can see e-Voting page. Click on company name or <b>eVoting service provider i.e., NSDL</b> and you will be redirected to eVoting website of NSDL for casting your vote during the remote eVoting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>  |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"><li>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e., NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</li></ol> |

|   |   |
|---|---|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider 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 &amp; 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 abovementioned 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30              |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.  
*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.*
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<br><br>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<br><br>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<br><br>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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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 8digit 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'.
  - (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 [csaparnatripathi@gmail.com](mailto:csaparnatripathi@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. 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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh, Assistance Manager) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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](mailto: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](mailto:Sumukaagro@gmail.com)). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

### General Instructions

i. In case Members of the Company who have not registered their e-mail address:

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars mentioned hereinabove, the Company is sending Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by with the Company/Company's Registrar and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd by sending an email request at the email ID [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com) or [busicomp@vsnl.com](mailto:busicomp@vsnl.com) or [support@purvashare.com](mailto:support@purvashare.com) along with signed scanned copy of the request letter providing the complete postal address with PIN code, email address, mobile number, self-attested copy of the PAN card. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on **14<sup>th</sup> April, 2024** and ends at 5.00 p.m. (IST) on **13<sup>th</sup> May, 2024**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the Cut-off date i.e., **12<sup>th</sup> April, 2024** may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

iv. Subject to the receipt of sufficient votes, the Resolution shall be deemed to have been passed on the last date of voting i.e., on **13<sup>th</sup> May, 2024**. The results declared along with the Scrutinizer's Report shall be placed on the Company's website of the Company i.e., [www.sumukaagro.com](http://www.sumukaagro.com) and will be communicated to the Stock Exchanges where the Company's shares are listed.

v. To receive communication through electronic means, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form.

If, however, shares are held in physical form, members are advised to register their e-mail address with Purva Sharegistry (India) Pvt. Ltd [busicomp@vsnl.com](mailto:busicomp@vsnl.com) / [support@purvashare.com](mailto:support@purvashare.com) or mail to Company [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1 :**

In accordance with the pursuant to the relevant provisions of the Companies Act, 2013 and Rules made their under, the Board of Directors had passed the Resolution in the Board Meeting dated April 12, 2024 After thorough evaluation and assessment of our financial records, it has come to our attention that a specific outstanding loan from our debtors has become irrecoverable. Despite the diligent efforts by the management to recover the debt through various reminders, it has become evident that the debtor is unable to fulfil their obligation.

As the debtors being Private Limited Companies and those Companies are already strike off from the record of Registrar of the Companies., Management is unable to Recover the debt from the following Debtors.

| Sr. No. | Name of Companies                       | Amount in Rs.   | Company Status |
|---------|---|-----------------|----------------|
| 1       | M/s. Nirzari Organisers Private Limited | Rs. 65,65,500/- | Striked Off    |
| 2       | M/s. Treasure chest investment Pvt ltd  | Rs. 70,86,800/- | Striked Off    |

The Board recommends the resolution at Item No. 1 of the notice for approval of the shareholders by way of Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution. Accordingly, the Board commends the “**Special Resolution**” as set out in item No. 2 of the accompanying notice.

**ITEM NO.2**

In accordance with the provisions of Section 186 of the Companies Act, 2013, the Board of Directors had passed the Resolution in the Board Meeting dated April 12, 2024 and had authorized the Board of Directors of the Company to make loans to bodies corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise securities of anybody corporate, upto Rs. 10,00,00,000 (Rupees Ten Crore Only), in excess of the limits prescribed under the said Section. As per the provisions of Section 186 of the Companies Act, 2013 ('Act'), it would be necessary to obtain the approval of the members for:-

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
  - a ) 60% of the paid-up share capital and free reserves and securities premium account; or
  - b) 100% of the free reserves and securities premium account; whichever is higher.

  
**SUMUKA AGRO**  
**INDUSTRIES LIMITED**

(Formerly known as Superb Papers Limited)

CIN: L74110MH1989PLC289950

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Looking to the growth of business and future prospects, the Company may have to make further inter corporate loans/ provide guarantees or securities in connection with loans and hence, it deems appropriate to increase the limit from Rs. 1 Crores to Rs. 10 Crores.

Hence, it is proposed to authorize the Board of Directors of the Company to provide inter corporate loans/guarantees or securities in connection with loan(s) up to Rs. 10 Crores (Rupees Ten Crores Only).

The Board recommends the resolution at Item No. 2 of the notice for approval of the shareholders by way of Special Resolution.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, are in any way concerned or interested financially or otherwise in the proposed Resolution. Accordingly, the Board commends the “**Special Resolution**” as set out in item No. 2 of the accompanying notice.

**By Order of the Board**  
**For Sumuka Agro Industries Limited**  
Sd/-  
**Paresh Thakker**  
**(Managing Director)**  
(DIN : 07336390)

CIN: L74110MH1989PLC289950

Email: [Sumukaagro@gmail.com](mailto:Sumukaagro@gmail.com)

Place: Mumbai

Date: 12-04-2024