



BREAKING BARRIERS  
BUILDING BRIDGES

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**SUUMAYA INDUSTRIES LIMITED**

ANNUAL REPORT 2022 - 2023

#### Disclaimer

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# COMPANY DETAILS

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# BREAKING BARRIERS BUILDING BRIDGES

Defying societal barriers and bridging industrial gaps, Suumaya stands today as the epitome of unprecedented growth and development.

In our journey from a retail textile outlet to becoming India's fastest-growing conglomerate, we've navigated through a variety of market dynamics.

With an unmatched blend of a youthful spirit and experienced business acumen, Suumaya's leadership holds an unyielding commitment to shatter past these barriers and bridge the gap between vision and reality.

While the past year brought its own set of obstacles, we broke through them all and emerged victorious. Every day, we move forward with a wave of optimism and a passion to break previous records, leaping closer to a visionary future.

As a vanguard in four value chains, Suumaya has revolutionized industry paradigms with advanced technology and path breaking innovations. Now, we plan to deepen our footprints and extend beyond bounds in these value chains.

We're on a mission to accelerate sustainable development throughout India by increasing the end-consumer's direct access to organic manufacturers and suppliers. We aim to create a mutual growth ecosystem and foster a symbiotic relationship that benefits all stakeholders.

Driven by vision and moving with resilience, Suumaya is set on a relentless growth track to make global economic impacts. Together, we're not just breaking barriers – We're forming the bridge to India's accelerated prosperity.



# OUR BUSINESSES

## Agro

We planted the seeds for Suumaya Agro in 2020, with a vision to streamline produce from the agro-value supply chain.

Today, Suumaya Agro optimizes every stage of the value chain – From the initial production to the final distribution. We work closely with the farmers and utilize our widespread distribution network to maintain produce quality, minimize waste, and promote seed to fork experience.

Suumaya supports farmers throughout production and distribution. We invest time and effort to build an organized supply chain defined by transparency, quality produce, and proper distribution facilities.

With a widespread B2B network and strategic investments in technology, we aim to enhance crop yield efficiency and simplify large-scale trading of fresh agricultural produce all across urban and rural India.

Working on our ambition to build the largest agro-value chain and distribution network, Suumaya is diversifying and adding new commodities to its basket.

Suumaya is moving forward in the new year with a mission to “Create value with intelligence”. We plan to invest further in technology to automate the onboarding of clients and suppliers, and accelerate the distribution process.



## Textile

Suumaya's roots lie in its textile business. Crafting innovative designs in women's apparel since at 1985, we have set a new benchmark of quality and style in the fashion industry.

Innovating with fashion-forward designs and offering the finest clothing for 3 decades, Suumaya has established itself as the go-to brand for women's apparel across traditional wear, smart casuals, and fusion styles.

With youthful millennial minds leading the fashion chain, we're always a step ahead with the latest market trends. Our retail stores offer a diverse collection of exclusive fashion, designed by expert minds and talent.

Suumaya's primary footprint lies in B2B textile trading, working directly with millers to source the finest quality of yarn and fabric for distribution. We put extensive focus on procuring a wide range of high-quality, vibrant fabrics to consistently introduce the fashion industry to designs and innovative trends.

Over the next few years, Suumaya plans to expand on its existing fashion verticals with greater product diversity and enter new markets across India and beyond.



## Polymers & Raw Materials

With far reaching supply chain engineering solution, suumaya sources and distributes precious, high quality raw materials to business end product manufacturers. we offer a wide range of grades for diverse application across various industries which includes products like PVC, LLDPE, HDPE, LDPE, Polypropylene, Ethylene-Vinyl acetate and few of ferrous non ferrous commodities and chemicals like metals and bitumen etc to serve the complete range of raw material inputs in value chain.

We offer an unparalleled supply chain network, with a commitment to delivering the right product, to the right place, at the right time. The products go through stringent quality checks to ensure best-in-class servicing. From procurement to delivery – We extend optimal solutions in every stage of the supply chain.

## Logistics

With Transs, we combine advanced technology and an extensive collaboration network to simplify global trade for our clients. The platform leverages AI-powered technology to offer customized freight forwarding solutions, catered to the individual trader's needs.

Transs works in sync with 20+ shipping lines and NVOCCs, allowing traders to receive instant quotes and guarantee space availability at all times.

Moreover, the digitized system brings a real-time tracking ability and status alert mechanism to mitigate cargo risk that traditional trading operations lack. Working on a cloud-based interface, Transs also offers a platform to manage documentation and data in a secure, encrypted server.

With Transs, we support traders with digitally advanced mobility solutions that reduce freight costs and optimize their workflow.

## Rural Retail

Suuvidham's vision is to make high-quality food items and FMCG products accessible and affordable in the remotest part of rural India. We modernize kirana stores with advanced digital capabilities and capital investments. With these stores, Suuvidham increases accessibility for daily necessities across villages in India.

We leverage our widespread supply chain network of 25 distributors to increase the local brand presence in rural areas. With this, Suuvidham promotes local brands while delivering quality consumer products to the Indian populace.

The stores also lead to a positive macroeconomic effect, generating new employment opportunities, increasing the rural per capita income, and closing the inequality gap.

Suumaya plans to expand the rural distribution network, adding more warehouses and 20 new distribution lines in the chain.



# CHAIRMAN & MANAGING DIRECTOR'S OVERVIEW

Suumaya has broken past challenges, emerging gloriously like a phoenix from its ashes. Our present vision is bridging the company toward a visionary future filled with major advancements.

## OVERVIEW

My heartfelt greetings to the beloved Suumaya shareholders and supporters.

The past year has been a transformational journey in Suumaya's story. With immense pride for our remarkable growth, I'm excited to announce Suumaya's performance in the past year and future ambitions for those to come.

The company has seen multi-dimensional developments across four industry pillars. Innovating in every vertical, Suumaya is focused to improve consumer lives, bridge the gap between rural and urban, and make luxury accessible and affordable. Today, we march forward with sustainable expansion plans to extend our influential impact in each industry with the latest innovations.

Over the years, the company has contributed to a revolutionary shift in every industry it stepped foot in. From streamlining the agro-value supply chain to upgrading rural retail, Suumaya's endeavors are directly targeted to accelerate the overall development of the Indian economy.

This year has surfaced Suumaya's path breaking capabilities and confirmed its unstoppable trajectory toward global recognition.

Starting a new phase of intelligent growth, Suumaya plans to focus on digital innovation and sustainable development and catalyze India's evolution.

## BRIDGING BARRIERS

Rising through countless setbacks and bridging through a sea of challenges, Suumaya has entered a road of new opportunities. Brushing past obstacles and striving for unstoppable growth, Suumaya's activities can be summed up under one vision – Bridging barriers.

Continuing on its ambitious transformation journey, Suumaya intends to bridge the gap between today's environment and a utopian future.

With a people-centric approach that caters to consumer needs, our solutions are designed to simplify and improve lives and create a better ecosystem. Even in the face of setbacks and challenges, we are committed to breaking through limitations and delivering beyond the expectations of our shareholders. Wearing a lens of innovation and a suit of resilience, our team creates opportunities out of setbacks, leading to an undulating growth story.

“With a people-centric approach that caters to consumer needs, our solutions are designed to simplify and improve lives and create a better ecosystem.”

After a successful yet eventful year across the four value chains – agriculture, retail, supply chain, and logistics – Suumaya has made remarkable advancements in them all. Continuing the unstoppable sprint, Suumaya is set to extend its multi-dimensional initiatives to target the creation of holistic shareholder value and



empower sustainable development throughout India.

We're building a tomorrow defined by productive transformation, large-scale development, and people-centric innovation.

## THE GROWTH TRAJECTORY

In every aspect, Suumaya is innovating to advance the Indian economy. We're introducing revolutionary solutions across industries to create a sustainable ecosystem lined with equality and improved accessibility.

The year that passed will forever be a defining landmark in Suumaya's story. From facing massive roadblocks to building up the strength to break through them all, the company has displayed an inspiring sense of unity and determinism.

While we faced minor financial setbacks in the process of redevelopment and expansionary innovation, we are moving on track to a prosperous future ahead. I firmly believe that in the fabric of success, the threads of setbacks weave resilience. Like a phoenix rising from its ashes, Suumaya is now emerging strong, smarter, and bigger than ever.

In each business vertical, we've unlocked a fresh perspective to navigate the dynamic challenges and induce a transformative boost in efficiency. Learning from the uncertainties caused by the pandemic, Suumaya is building an unstoppable infrastructure that rides strongly through the wildest of market quakes.

Suumaya has charted out plans to be one of the largest contributors to accelerate sustainable development throughout the remotest corners of India. With an end-to-end distribution network and deep-rooted market understanding, the company is making a grand entrance into the phase of sustainable and people-focused evolution.

When I look at Suumaya's feat in the future, I see widespread development across all of India. Every step, every initiative we take, we do it with one goal in mind – Make India a superpower. With elaborate changes and influential impacts on the industry, we aim to achieve our objective and watch India rise as a superpower by 2030.

## A Vision For The Greater Good

Powering through the barriers to unstoppable

progress, Suumaya has proven its limitless potential repeatedly.

In our journey from a retail textile outlet to a multi-dimensional conglomerate, we have learnt one thing – dream big, and work hard to achieve it. And every team member at Suumaya personifies this ideology.

We embody a motivational spirit defined by optimism and strong ambition. This attitude leads us to upscale our industry-wide global footprints. We intend to introduce a redefining change that enhances operations in every industry we enter.

For the coming years, Suumaya will follow a purpose-driven strategy aimed to create better lives – inside and outside the company. We're offering all-inclusive services that cater to bettering human lives and fostering development opportunities.

From our stakeholders to the remotest rural households, we strive to add significant value in each life. Working with an empathetic attitude and a sense of doing what's right, we offer a customer experience that makes them feel special and heard.

Emerging as India's fastest-growing conglomerate, Suumaya has laid out an aspiring vision for holistic and rapid expansion. With unwavering passion and the power to bridge past barriers, we intend to stand tall as India's largest conglomerate in the coming years.

## ROBUST FINANCIALS

In the world of business, you either win or learn. This fiscal year for Suumaya has graced us with both sides of the coin. We saw epic proportions of ebb and flow movement throughout the year that made us more resilient than ever.

Suumaya developed a strategy and revamped its infrastructure to stand strong through the undulating financials and stay persistent in its service offering to the consumers.

The past year was lined with uncertainty for industries across the globe. Surging inflations, tight debts, and global market crashes battered the economy worldwide. In such unfavorable market conditions, it's crucial to evolve and take a dynamic approach. And that's exactly what Suumaya did.

We invested significant time and efforts in optimizing our business landscape in the face of global crisis,

bridging the barriers that they put in Suumaya's journey. Our team capitalized on every window of opportunity to expand and innovate, relieving the restricted financial leverage floating over businesses throughout the nation.

For the forthcoming future, Suumaya has laid out rapid expansion and development plans to achieve top-tier numbers to present in the balance sheet. Lined with sustainable development and technological advancements, we intend to break past market obstacles and continue our unstoppable stride.

## A Love For Our People

At the crux of our existence lies a passion to make lives better. From our vendors and employees to our end-consumers, we strive to offer a luxurious experience for all. I passionately believe that these people make Suumaya what it is today, and what it will be tomorrow.

Suumaya's unique mix of young KPMs driving the business and an experienced board have graced it with the ability to weather the worst of storms and achieve the most ambitious visions. Together, we consistently strive to benefit our stakeholders in every way possible.

“We are emerging out stronger, smarter, and greater than ever. Suumaya's near future is going to be a remarkable sight, especially for our stakeholders.”

## EMERGING THROUGH OBSTACLES

No road to victory comes without blockages. And Suumaya has proven that it is ever prepared for a journey filled with such obstacles.

From our very foundations, we never see setbacks as roadblocks in our journey. They are just a detour to a scenic route leading to a grand destination. With this mindset, we have found innovative ways to rise from the ashes and emerge victoriously into a brighter tomorrow.





The passing year's shortcomings have given us transformative lessons to redesign our business processes for the better. Suumaya has put on a great display of relentless drive and a hunger for development throughout the year. And today, we are emerging out stronger, smarter, and greater than ever. Suumaya's near future is going to be a remarkable sight, especially for our stakeholders.

### Innovating: Across Industries, Past Barriers

Breaking past a year filled with highs and lows – both in terms of financials and operations – Suumaya is building a bridge to an era of never-before-seen productivity.

With every move we make and decision we take, we have an underlying mission that contributes to both macro and micro developments in our nation. With smart use of technology and pragmatic business decisions, Suumaya is set out to induce a positive structural shift throughout the economy. We have an approach that speaks, ***“Fix the negatives, boost the positives.”***

India's agriculture sector, for example, is the largest industry by people and capital employed. Yet its contribution to India's GDP is the lowest. At Suumaya, we tap into our widespread distribution network and connect with the farmers to revive productivity and streamline the agro-value chain. We intend to create a sustainable business with a GMV of 500 crores with a GM of 10% for FY 2023-24.

In the rural retail vertical, Suuvidham has made significant contributions to alleviate inequality and catalyze development in the remotest rural areas. With a widespread rural retail distribution network, we bridge the gap between local retailers and consumers, making essential FMCG affordable and accessible to all.

Suumaya has also made raw materials and high-quality manufacturing products easily accessible to industries, promoting the “Make in India” initiative. In our groundbreaking supply chain solutions, we follow a strict stepwise quality check to ensure that the right products reach the right people, at the right time.

In the textile industry, the heart and soul of India and Suumaya alike, we are making waves with our trendy, high-quality women's fashion brand. Besides the

major retail outlets, we are also involved in large-scale B2B textile trading with over 35 years of experience. We source the finest quality fabrics and deliver them to top-tier manufacturers and retailers, improving women's fashion across the nation.

Following a similar mission-driven strategy across different industry verticals, we have charted out an action plan to carry on the Suumaya legacy with eventful innovations.

The new phase is going to bring disruptive growth– in Suumaya and India alike. Set on a mutually inclusive development route, we are fostering a culture of sustainable innovation and exciting advancements. What's next is set to redefine the Indian economy and our industrial infrastructure forever.

In Suumaya's inspiring story, our stakeholders play the most crucial part. They are the strength of our past, pillars of our present, and drivers of the future. Without them, we wouldn't have emerged victorious and achieved what we have today. They are the true force behind our unstoppable, resilient spirit. As a token of eternal gratitude, Suumaya's efforts will forever revolve around improving the lives of our stakeholders in every way possible.

“  
Fix the negatives, boost the positives.  
”

*Best Regards,  
Ushik Mahesh Gala  
Chairman & Managing Director*

## OUR CORPORATE SOCIAL RESPONSIBILITY

Suumaya's culture is based on giving back to society in every way possible. We work to make our surroundings a socioeconomic paradise with an inclusive and healthy atmosphere. Our CSR initiatives are aimed to enhance India's ecosystem – with a social, medical, and sustainable focus.

We identify the most pressing issues prevailing in our society and take active measures to alleviate them. From animal welfare to general healthcare and well-being, we take dedicated steps toward a brighter future. Our team has helped raise awareness against animal cruelty, saving many goats from being sacrificed during Bakri Eid.

Suumaya actively feeds the underprivileged and organizes blood donation drives in an effort to promote healthy and sustainable living throughout India. We've also helped set up medical facilities to increase general healthcare accessibility.

We aim to cultivate a sustainable, inclusive development throughout India, lined with socioeconomic peace and overall well-being.





# SPIRIT OF SUUMAYA

To shatter through barriers and expand beyond imagination, you need brute force and an unyielding passion. For Suumaya, this force for revolution stems from within the organization's four walls.

Every person at Suumaya brings a unique skill set that catalyzes our development journey. Working together, they utilize their collective strength to drive productive transformation across the four value chains and beyond.

From our achievements to ambitious visions, the fuel for it all comes through impactful contributions from our employees. With relentless dedication and competence, they serve as the bridge between Suumaya's present, and the evolving future development.

At Suumaya, we foster a vibrant culture of mutual growth that extends beyond the workplace. Taking special care of our team's physical and mental well-being, we host several initiatives to brighten up their lives with engaging activities and interactive events.

At Suumaya, employees are not only rewarded, but are also awarded based on their performance. Thus motivating them & us to perform better and grow together.

From festive celebrations and annual picnics to spiritual yoga sessions – we create a healthy environment that makes everyone feel part of a close-knit family. People at Suumaya are more than employees, they are integral parts of a shared vision.







USHIK GALA

Chairman &  
Managing Director

SHARAD JAIN

Lead Independent  
Director

SEJAL DOSHI

Non-Executive  
Director

SATISH KHIWAWAT

Independent  
Director

ISHTIAQ ALI

Independent  
Director

DEEPAK JAIN

Non-Executive  
Director

ARCHANA  
CHIRAWAWALA

Independent  
Director

MEGHAL MEHTA

Company Secretary &  
Compliance Officer

Som Sagar, Non-Executive Director,  
resignation effective from 16th August, 2023

## OUR DIRECTORS & KMPs



# MANAGEMENT DISCUSSION & ANALYSIS REPORT

## GLOBAL ECONOMY & OUTLOOK INDIAN ECONOMY & OUTLOOK

Under the effects of the Russia-Ukraine crisis and the looming US-China turmoil, the global financial economy is floating in a period of uncertainty and tension. Countries are on a rocky road to recovery amidst the ongoing tussles troubling the economy's performance.

Inflation levels on a sky-high and tight monetary policies paint a scenario of restricted growth. Noting these factors, the baseline real GDP growth rate was expected to fall from 3.4% in 2022 to 2.8% in 2023. It's expected that advanced economies will face a profound impact from the economic downturn.

However, it's not all gloomy. With the rapid infrastructure developments and falling inequality index, consumer demand is expected to shoot up and carry the economy on an up-trend. Reports project the GDP growth to settle at 3% in 2024, commencing on a new recovery path.

The current economic scenario points toward an era of subdued, yet subpar growth levels. Faced with several limitations, the economy is holding up strong and showing high signs of resilience.

The upcoming years will be held by emerging economies. Data points from developing countries point toward strong service sector development, improving the relative market situation. Consumer spending and industrial investments are expected to be on the rise, leading to a moderation in the overall economic conditions.

Looking 10 years ahead, the global economy is showing an opportunistic blend of disruptions and possibilities. Impacts from the macroeconomic shocks will fade out in the face of the growing consumer and investor confidence index. Most indicators point toward financial market stability, with emerging markets making greater contributions to economic developments.

(Source: [High Inflation: Impact and the Policy Response - Explained, pointwise-ForumIAS Blog](#))

Suumaya's dawn into the new phase is facing directly into India's development and journey to be a superpower. Our services and industrial impacts are targeted to fill the gaps and power macro-level growth in the economy.

Across sectors, the Indian economy is growing stronger than ever. The agricultural sector, the hub of our nation, is set to witness rapid developments driven by advanced technology Suumaya has already set out plans to contribute to this development with digital innovations and a robust distribution network across the agro-value chain.

With a 4% share in the global trade in the textile industry, India stands as the 2<sup>nd</sup> largest garment producer. Moreover, cotton production is expected to reach 7.2 million tonnes by 2030. We intend to play a significant part in developing this industry with a mix of our retail stores and B2B textile trade network.

India's trade regime also seems to be on a rising stage. Both imports and exports are expected to grow at 10% and 14% CAGR respectively. In light of this, Suumaya is rapidly growing its B2B trade arm, promoting global trade.

Contributing to the growth of the economy from every end, Suumaya has charted out a holistic action plan to accelerate India's journey to become a superpower by 2030. We are undertaking initiatives to ensure that this development journey is sustainable and organically sufficient.

(Source: [Textile Industry in India, Leading Yarn Manufacturers in India - IBEF](#))

## INDUSTRY OVERVIEW

Suumaya's growth avenues are synonymous with that of India. We've contributed to and catalyzed the developing trends in the agriculture, textiles, retail, and trade industries across the nation.

## POLYMERS

### Economic Overview

Polymers and PVCs play a major role in India's vibrant, \$190 billion petrochemicals industry. Owed to its wide-ranging use cases, the products generate extensive demand from manufacturers, retailers, and even end-consumers. Moreover, polymers and PVC are seen as sustainable and eco-friendly substitutes for other materials like wood, paper, metal and others.

With the growing population, robust economic developments, and macro fundamentals, India is expected to contribute 10% to the global demand growth in the petrochemical industry. Currently, the nation ranks 3<sup>rd</sup> in polymer consumption. In 2022, India witnessed a massive polymer production volume of 12.47 million metric tonnes.

Polymers, along with other popular petrochemical products, see a never-ending use across healthcare, housing, cleaning, construction and more. The rapid industrialization, demographic conditions, and stress on environmental sustainability are propelling the petrochemical and polymers industry throughout the nation.

The Government of India has launched several PLI schemes and initiatives to support the production and distribution of polymers and other petrochemicals, laying the foundation for sustainable economic growth.

The widespread demand and expansion calls for an extensive supply chain network that connects industrial manufacturers with retailers and users. In line with this, we are witnessing rapid developments in the industry's supply chain, creating a seamless ecosystem between the raw material manufacturers, exporters and end-consumers.

From a business perspective, the petrochemical industry has massive potential for expansion and advancement, particularly in its distribution and supply chain network.

(Source: [India will contribute 10% of incremental global petchem demand growth: Puri \(business-standard.com\)](#))

### Suumaya's Vision

We plan to expand our region of business across India.

While we currently deal mostly with the western and north-western arm of the nations, Suumaya has charted out expansion plans to conquer the east and southeast regions over the coming years.

With the growing importance of innovative raw materials and products, Suumaya also has plans to diversify its product portfolio with emerging resourceful materials. The idea is to increase the accessibility to quality raw materials, inducing a culture of innovation, thereby empowering the "Make in India" initiative.

### Opportunities & Threats

#### Opportunities

##### *New Products can be added*

The market of polymers and PVC including that of raw materials is very extensive and vast. New products can be added to the existing products to capture wider markets.

##### *New regions can be explored*

With growing demand, new regions and areas can be explored for supply chain of these products

##### *Change in Consumer behaviour*

Change in consumer behaviour leads to more innovation and more demand for products in the market

#### Threats

##### *Market Competition*

There are various market players which causes tremendous competition in the field thus giving a strong market competition.

##### *Price Fluctuation*

Fluctuation of prices in the industry can lead to losses.

### Risk and Risk Mitigation

#### Risk

- Unstructured process workflow can affect productivity
- Low demand of particular products in off seasons
- Change in government laws and policies



- Increasing competition with over market vendors
- Employee poaching and low retention rates

*Mitigating the Risks*

- Diversifying product range and strategizing procurement according to the seasons
- Multiple brands from different countries are imported to navigate laws
- Focused team providing quality service & products to establish strong brand rapport
- Enhancing work environment with regular counseling and skip-level meetings

AGRICULTURE

Economic Overview

India’s agriculture sector is at a crucial point. 75 years ago, the sector was the primary driver of our economy, contributing to more than half of its GDP. Today, 55% of the Indian population is dependent on the agriculture sector as their primary source of livelihood. Clearly, then, agriculture holds a special place in the Indian economy in more than one way.

Hosting the largest fertile land to plant crops like wheat and rice, India has positioned itself as the land of diverse herbs and spices. It is also the largest producer of milk, pulses, and spices. In 2022, India was responsible for 50% of the world’s rice market.

The industry has reached a massive size of INR 80,550 billion and is expected to grow at an impressive CAGR of 12% by 2028.

There are several factors catalysing this rapid development:

- Fruitful weather conditions and a diverse seasonal landscape that welcomes a wide variety of crops.
- Highly cultivable land provides ideal conditions for farming and irrigation.
- Investments in technological advancements to improve the produce quality and processing speed across the sector.
- A growth in urbanization and disposable incomes pulling up the produce demand

- A bounce back in consumer spending by 6.6%

Particularly, the government and investors are showing increasing interest towards the adoption of AgTech and modern trade policies. The new technologies and the advent of AgTech have become crucial to facilitate growth in the sector. From enhancing farmer’s lives to increasing operational effectiveness, AgTech will remain a key focus to foster sustainable development.

In support of sector modernization, the Indian Government has launched the Digital Agriculture Mission for 2021-25, aiming for widespread digital transformation across agricultural practices. A report from McKinsey suggests that the AgTech ecosystem can potentially increase the average farmer’s income by 25-35%.

Looking ahead, India’s agricultural sector is in the wake of a sustainable transformation journey. The increasing investments in infrastructure, government support, and technological developments are expected to generate great momentum in the near future.

Suumaya’s Vision

Suumaya Agro’s vision for 2023-24 is filled with adding value and increasing efficiency across the supply and manufacturing chain. The expansion motto we’re following for the upcoming year is “Creating value with intelligence”.

- Generate a sustainable business with GMV of INR 500 Crore with a GM of 10% for the FY 2023-24.
- Create a healthy ratio of 65:35 of Domestic and Exports Trade, and ratio of 80:20 of Structured Wetted Trade and Opportunistic Deals.
- Diversify risk by venturing into new commodities including Spices & Dry Fruits, Pulses, Oilseeds & Veg Oils, Fruits & Vegetables, Super Foods & Food Ingredients.
- Automate onboarding process for clients and suppliers with digital-first platforms
- Hone the team’s trading and analysis experience and expertise

Opportunities & Threats

*Opportunities*

*Imports to Increase*

Indian Imports to increase in medium term from current US\$ 30+ billion at 10% CAGR. Especially Pulses, Veg Oils and Dry Fruits.

*Exports to Increase*

Indian Exports to increase from current US\$ 50+ billion at 14% CAGR. Especially Spices, Dry Fruits, Fruits & Vegetables, and Millets.

*Modern Trade & AgTech Expanding*

Lots of AgTech and Modern Trade players are looking to structured sourcing of agri commodities.

*New Product Lines Emerging*

Super foods like millets, berries and Natural/Organic produce markets are expanding.

*Trade Getting Organized*

FPOs, Multi State Cooperatives, Corporates, and VC backed startups are entering market trade is getting organized

*Stress on Sustainability*

Leads to need for traceability, better compliance, enhanced efficiencies, and accountability in trade.

*Threats*

- Commodity Volatility and market conditions
- Lack of staffing in key roles
- Abrupt Government Regulations and any policy changes

Risk and Risk Mitigation

*Risk*

- Commodity Volatility and market conditions
- Lack of staffing in key roles
- Abrupt Government Regulations and any policy changes
- Wrong call by the team on forecasts especially for opportunist trade

*Mitigating the Risks*

- We’re enabling a tech-powered agro-trading house with a structured approach

- Creating accessibility to better opportunities by emphasizing long-term revenue stability
- Generating increasing returns on capital deployed, inducing better margins overall

TEXTILES

Economic Overview

The textile sector in India is at its prime. Dating back to a rich heritage of traditional handlooms, textiles in the nation have an impressive reputation across the globe. From local craftsmen to sophisticated mills, the nation is home to a diverse nature of textile production and distribution. 4% of the global trade in textiles and garments originates from India.

The economy stands to be the world’s 2<sup>nd</sup> largest producer of in the industry. As per reports, a growing consumer demand and production advantages will contribute to a CAGR of 10%, reaching a value of \$190 billion by 2025-26. The fundamental power for this growth is linked to India’s strong production base across major fabrics and natural fibres like cotton, jute, and wool among others.

In an effort to accelerate this production value, the government has launched PLI schemes worth \$1.44 billion, consequently pushing forward the “Make in India” initiative. Enjoying an ever-evolving consumer demand and consistent government support, the industry is on track for a bright future ahead.

Major players, along with the higher authorities, are taking active steps to make this growth sustainable and beneficial to the environment. The industry is inclining toward organic fabrics, recyclable materials, and intelligent utilization of technology to embrace sustainable development.

The textile market is expected to take the front seat in India’s development. With the increasing exports, distinctive production advantage, and rising consumer demand, the industry is clearly a strong point for our economy. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.

Suumaya’s Vision

Marching forward with a varied product portfolio, smarter sourcing strategies, and a vision for geographical expansion, Suumaya’s textile business

is on track for unparalleled greatness. Suumaya intends to capitalize on the industry’s growing nature, innovating and developing to induce overall advancement throughout the organization.

- Increase quality and resilience throughout the supply chain with new vendors with wide-ranging products and raw materials
- Embracing latest technologies and tools to allow human labour to focus on other relevant tasks
- Enhancing the sourcing capabilities with quality rapport-building processes

**Opportunities & Threats**

***Opportunities***

- India’s versatile textile produce ranging from hand-woven fabrics to capital intensive mills
- Increasing consumer demand for textiles with the growing per capita GDP
- Rising investor interest and trade opportunities within the industry accelerates development

***Threats***

- Tax regimes and GST makes textiles more expensive.
- Lack of accessibility to the latest technologies relative to the global market
- Competition from neighbouring countries

**Risk and Risk Mitigation**

***Risk***

- Financial risks occurring due to weak credit cycles
- Disruptions in the supply chain affecting production
- Fluctuating trends among fast fashion causing dead stock

***Mitigating the Risks***

- Increasing visibility and transparency in the supply chain process
- Insuring trade and evaluating credit facilities of parties involved

- Building a responsible and reliable sourcing strategy
- Staying on top of trends with innovations and expanding product bouquet

**RETAIL**

**Economic Overview**

With growing consumer demand, fast-paced digital advancements, and increasing investor interests – India’s retail industry has never been healthier. Nodding to its favouring factors, the nation stands as the 5<sup>th</sup> largest retail market across the globe. The industry is a major contributor to nationwide development, accounting for 10% of India’s GDP and 8% of total employment.

As we see a rise in purchasing power and increasing disposable incomes, the demand for retail and FMCG goods is only expected to increase with time. Interestingly enough, 61% of this demand originates from tier II and tier III cities. This points toward a closing inequality gap across the nation, as we move toward a sustainable and inclusive growth period.

India’s retail developments are a fascinating feat. With the abundance of labour and low-cost resources, the sector always has one foot on the accelerator pedal. As a result of several favouring factors working together, the retail sector is projected to reach a whopping value of \$2 trillion by 2032 – revealed in a report by BCG.

Foreign investors and major players have their eyes set on the Indian retail sector, given its population abundance, high demand growth, increasing consumer spending and other factors contributing to a positive future trajectory. The growth is being felt throughout the nation – from big urban cities to remote rural areas.

In light of the rapid developments, major retailers and government initiatives are aiming for a sustainable, digital-led transformation across the industry. The digital revolution paints a picture of a cost-effective, interconnected future for India’s retail.

Overall, India’s retail industry is a transformative era. The long-term growth prospects seem extremely promising, lined with innovative advancements, favourable demographics, and new market entrants.

**FASHION**

**Suumaya’s Vision**

Suumaya’s retail fashion business is booming. We plan to expand our distribution reach and increase product diversity to facilitate further development and accelerate overall business growth. The primary plan of action is to identify gaps and fill them with targeted planning and improvements.

- While we hold strong presence in North and North east of India; we wish to grow our reach across the entirety of India, and international markets.
- We aim to host a varied and diversified product bouquet under M&A format. This will bring more power and sustainable growth to the company as a whole.
- We plan to strengthen brand positioning and establish an omnichannel presence in both Domestic and International markets to exploit the opportunities in the ever-growing retail industry.

**Opportunities & Threats**

***Opportunities***

- Ever increasing domestic demand of consumers in the apparel industry
- Government’s PLI schemes are expected to boost the nation’s textile manufacturing capabilities and exports

***Threats***

- Consumer’s active shift toward fast fashion creates uncertainty in the market.
- Credit cycles are deteriorating and increasing in duration, causing financial instability
- Inter and intra-nation competition affecting efficiency

**Risk and Risk Mitigation**

***Risk***

- Inability to conquer international markets with current product portfolio
- Dependency on 3<sup>rd</sup> party vendors for supply of raw materials

- Lack of innovation in fabrics impacts market growth among fast fashion

***Mitigating the Risks***

- Expanding product bouquet on EOM basis to cater to a larger Target Group
- Speeding up the Design-to-shelf time to keep up with Fast fashion trends
- Increasing operating flexibility to accommodate and pivot during crisis (e.g COVID-19)
- Better Quality and Monopolizing sourcing to reduce supplier dependency and increase innovation in RM
- Inducing credit and pricing control policies

**RURAL RETAIL**

**Suumaya’s Vision**

We’re aiming for a horizontal and vertical expansion for Suuvidham’s horizons. With new product lines and greater region covered, the company’s new era will be filled with unstoppable development past rural retail barriers.

- After identifying Biscuits, Namkeens, and Chocolate as three potential growth areas, we plan to establish them as Suuvidham’s primary driving force for rural retail
- Introduce EV vehicles in delivery fleet to promote sustainability
- Digitalize the platform end-to-end for increased process efficiency

**Opportunities & Threats**

***Opportunities***

- Inefficient supply of FMCGs creates room for increased distribution
- Price war between wholesalers allows brands to work better with us

***Threats***

- Possibility of the sales representatives starting their own business
- Competing with established and trusted brand



- names
- Inconsistency in product quality across all MFG plants

**Risk and Risk Mitigation**

***Risk***

- Retailers spend an average of Rs. 3250 per order
- Local brands lose sales for delays in delivery and lack of product variants
- 69% of consumers now buy directly from local wholesalers
- There exists a market gap in the market availability for small brands

***Mitigating the Risks***

- We provide both online and offline facilities to order and pay for goods
- We're reducing expenses and transport costs for salesmen and small retailers

- We're closing the market gap by increasing accessibility to local brands

**Financial Performance vis a vis operational performance**

In continuation with the operational performance highlighted in product wise performance, the performance of the Company for the financial year ended March 31, 2023, is as follows:

- Total Net revenue stood at Rs. 22.26 crores for the year ended March 31, 2023, as against Rs. 155.43 crores for the year ended March 31, 2022
- TheEBIDTA (earningsbefore interest, depreciation and tax) was Rs. (151.01) crores for the year ended March 31, 2023, as against Rs. (12.99) crores for the corresponding previous period.
- The profit after tax for the financial year ended March 31, 2023, was Rs. (154.77) crores as against Rs. (296.15) crores for the corresponding previous period.



**FINANCIAL PERFORMANCE VIS A VIS OPERATIONAL PERFORMANCE**

**STANDALONE KEY RATIOS**

Particulars	FY2022-23	FY2021-22	Reason
Debt-equity Ratio	0.09	0.07	Due to higher rate of finance cost and net loss of the company debt to equity ratio increased marginally.
Inventory turnover (Days)	1.92	0.4	Due to increase in closing stock at the end of the year, in the revised business model company can convert its inventory into cash and profit.
Debtors Turnover	768.00	3.11	Due to reduction in overall turnover of the company. Average collection from customer increased.
Interest Coverage ratio	(56.69)	78.51	Due to increase in expenses, provisions and reduction in turnover, profitability of the company declined which leads to negative interest coverage ratio.
Current ratio	2.32	1.79	Due to BTA of Agro Business, total current assets improved and average collection from debtors is also improved which leads to improving in overall working capital cycle in effect current ratio improved.
Operating Profit Margin (%)	(741.63)	8.80	Due to increase in expenses and provisions and reduction in turnover, profitability of the company declined which leads to negative operating profit margin ratio.
Net Profit Margin (%)	(6.95)	6.36	Due to increase in other expenses, finance cost and provisions, net profitability of the company declined which leads to negative net profit margin ratio.

**CONSOLIDATED KEY RATIOS**

Particulars	FY2022-23	FY2021-22	Reason
Debt-equity Ratio	0.38	0.75	The company had repaid overall long-term borrowing as a result of which there is significant positive impact in the debt-to-equity ratio.
Inventory turnover (Days)	12.64	2.70	Due to increase in closing stock at the end of the year and in the revised business model company can convert its inventory into cash and profit.
Debtors Turnover	601.00	12.81	Due to reduction in overall turnover of the group. Average collection from customer increased.
Interest Coverage ratio	(84.87)	126.90	Due to increase in expenses, provisions and reduction in turnover, profitability of the company declined which leads to negative interest coverage ratio.
Current ratio	1.62	1.96	Increase in current liability and provision due to which current ratio of group companies decreased marginally
Operating Profit Margin (%)	(82.62)	8.11	Due to increase in expenses and provisions and reduction in turnover, profitability of the company declined which leads to negative operating profit margin ratio.
Net Profit Margin (%)	(0.71)	6.80	Due to increase in other expenses, finance cost and provisions, net profitability of the company declined which leads to negative net profit margin ratio.



### Internal control and system adequacy

The Company has effective and adequate internal audit and control systems, commensurate with the business size to safeguard assets and protect against loss from any unauthorised use or disposition. Regular internal audit visits to the operations are undertaken to ensure that high standards of internal controls are maintained at each level of the organisation. The Company's internal controls are supplemented by an extensive programme of internal audits, reviewed by management and documented policies, guidelines and procedures.

### Human resources

Suumaya Industries Limited's human resource practices helped reinforce market leadership. The Company invested in formal and informal training as well as on-the-job learning. It emphasised engagements with employees by providing an enriched workplace, challenging job profile and regular dialogues with the management. The Company enjoys one of the highest employee retention rates in the industry; it creates leaders from within, strengthening prospects. During the year end, the Company had 68 employees.

# NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the **Twelfth (12th) Annual General Meeting (AGM)** of the Members of Suumaya Industries Limited ('the Company') will be held on Saturday, September 30, 2023, at 3.30 p.m. IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

## ORDINARY BUSINESS:

### 1. Adoption of Financial Statements

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, along with Reports of the Board of Directors and Auditors thereon.

### 2. Appointment of director, liable to retire by rotation

To re-appoint Mr. Sejal Doshi (DIN: 08431221), who retires by rotation as a director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sejal Doshi (DIN: 08431221), who retires by rotation at this meeting, be and is hereby appointed as a Non-Executive Director of the Company.”

## SPECIAL BUSINESS:

### 3. To Issue Equity Shares on Preferential Basis in Compliance with Section 42 and 62 of the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs.10/- (Rupees Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, up to 16,66,667 (Sixteen Lakh Sixty Six Thousand Six Hundred Sixty Seven) fully paid-up equity shares of

Rs. 12/- (Rupees Twelve only) having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 2/- (Rupees Two Only) each aggregating to Rs. 200,00,000/- (Rupees Two Crore Only) on such terms and conditions as may be deemed appropriate by the Board to the following subscriber:

Sr. No.	Name of Proposed allottee	Category	No of equity shares to be issued
1.	M/s. First Orgacon Private Limited	Non-Promoter	16,66,667

the Company, at an issue price of

at the price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws in this respect.

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, August 31, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/ authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing

of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on NSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be

considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**4. To consider and approve the issue of equity shares on preferential basis by conversion of unsecured loan to the persons of non-promoter category.**

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

“**RESOLVED THAT** pursuant to Sections 23(1)(b), 62(1)(c), 62(1)(3) read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the National Stock Exchange of India Limited (“Stock Exchange”) on

which the Equity Shares of the Company having face value of Rs.10/- (Rupees Ten) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 83,33,333 (Eighty Three Lakh Thirty Three Thousand Three Hundred Thirty Three) fully paid-up equity shares of the Company, at an issue price of Rs. 12/- (Rupees Twelve only) per share having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 2/- (Rupees Two only) each aggregating to Rs. 10,00,00,000 /- (Rupees Ten Crores Only) on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loan to the extent of Rs. 10,00,00,000/- (Rupees Ten Crores Only) which was extended by the Proposed allottee to the Company for supporting the day to-day operations and to meet immediate working capital

Sr. No.	Name of Proposed allottee	Category	No of equity shares to be issued
1.	M/s. Bhavna Auto Pureinfra Private Limited	Non-Promoter	41,66,667
2.	M/s. Boston Ivy Healthcare Solutions Private Limited	Non-Promoter	41,66,666

needs:

at the price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or



other applicable laws in this respect.

**RESOLVED FURTHER THAT** in accordance with SEBI ICDR Regulations, the ‘Relevant Date’ for determination of the issue price of Equity Shares, shall be, August 31, 2023 being the date 30 (Thirty) days prior to the meeting of members of the Company is to be held to consider the Preferential Issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu (including as to entitlement to voting powers and dividend) in all respects with the existing equity shares of the Company and the shares so issued offered and allotted be in dematerialized form.

**RESOLVED FURTHER THAT** the Equity Shares allotted on preferential basis shall be locked-in for such period as prescribed in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/ authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board.

**RESOLVED FURTHER THAT** the said equity shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 and 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized Committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) and to execute all documents or writings as may be necessary,

proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto and also to seek listing of such equity shares on NSE where the shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such terms, condition(s), modification (s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard in the implementation of this resolution for issue and allotment of equity shares on preferential basis and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### **5. To consider and approve material related party transactions with Suumaya Corporation Limited for FY 2023- 24**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force),

Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Related Party Transaction Policy” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Suumaya Corporation Limited, a related party of the Company, for effecting sale or purchase of any goods or services or any other related party transaction for an amount not exceeding in the aggregate Rs.100,00,00,000/- (Rupees One Hundred Crores only) for the financial year 2023-24 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ushik Mahesh Gala, Chairman & Managing Director or any other Director or any Key Managerial Personnel, be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

#### **6. To consider approve material related party transactions with White Organic Retail Limited for FY 2023-24**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on “Related Party Transaction Policy” and all other applicable

laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with White Organic Retail Limited, a related party of the Company, for effecting sale or purchase of any goods or services or any other related party transaction for an amount not exceeding in the aggregate Rs.100,00,00,000/- (Rupees One Hundred Crores only) for the financial year 2023-24 provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof);

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** Mr. Ushik Mahesh Gala, Chairman & Managing Director or any other Director or any Key Managerial Personnel, be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

**By order of the Board of Directors**  
**Suumaya Industries Limited**  
**Sd/-**  
**Ushik Mahesh Gala**  
**Chairman and Managing Director**  
**DIN: 06995765**

Date: August 11, 2023  
Place: Mumbai

#### **Registered Office:**

Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon (East),  
Mumbai 400063, Maharashtra India.

Website: [www.suumaya.com](http://www.suumaya.com)

Email: [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com)

Phone: +912269218000

CIN: L18100MH2011PLC220879



**NOTES:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No.21/2021 dated December 14, 2021, General Circular No.3/2022 dated May 05, 2022, and General Circular No.11/2022 December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circulars"), has permitted holding of AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without any physical presence of Members at the AGM venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the 12<sup>th</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e., Wing B, 20<sup>th</sup> Floor, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai – 400063, Maharashtra India.

2. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of Special Business as set out in item No. 3, 4, 5 & 6 above forms parts of this notice. Additional information for details of the Directors seeking appointment/ re-appointment above as required by Regulations and 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto as "Annexure 2".

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, the requirement of physical attendance of

Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM venue are not annexed to this notice.

In compliance with the MCA Circulars and SEBI Circular, the Notice of the AGM inter alia indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2023, is being sent to the Members as on cut-off date i.e., Friday, September 1, 2023 only through electronic mode whose e-mail addresses are registered with the Company/ Depositories. Members who have not registered their e-mail addresses are requested to register their e-mail addresses so as to obtain the Annual Report of the Company.

The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2023 to September 30, 2023 (both days inclusive) for the purpose of AGM.

Members may note that the Notice and Annual Report of the Company for FY2022-2023 will also be available on the Company's website [www.suumaya.com](http://www.suumaya.com) and the website of the Stock Exchanges, i.e. The National Stock Exchange of India Limited <https://www.nseindia.com/>. The Notice of AGM is also available on the website of Central Depository Securities Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com).

4. The attendance of Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the Quorum under Section 103 of the Act.

5. Institutional Members (i.e. other than Individuals, HUF and NRI, etc.) are encouraged to attend the AGM through VC/OAVM mode and vote electronically. Pursuant to the provisions of the Act, Institutional and Corporate Members are requested to submit a Certified True Copy of the Board Resolution/ Authorisation Letter authorising their representatives to the Company at [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com).

6. Relevant documents referred to in the Notice shall be available for inspection through electronic mode. Members are requested to write to the Company on [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com) by mentioning their DP ID & Client ID/Physical Folio Number for inspection of said documents.

7. Members may please note that pursuant to Regulation 12 of the Listing Regulations, all listed entities shall use any electronic mode of payment facility approved by Reserve Bank of India for making payment(s) to the Members of dividend(s), interest(s), redemption(s) or repayment(s). In view of this direction, Members are requested to update their bank account details with their respective Depository Participants to enable the Company to make the said payment(s) in electronic form.

Members are further requested to note that non availability of correct bank account details such as MICR ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code"), etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their DP's with whom they are maintaining their demat accounts.

8. Any information in regard to the Accounts and Operations of the Company may be sent to the Company Secretary at [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com) at least seven (7) days in advance of the date of AGM. The same will be replied by the Company suitably.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form SH-14, as the case may be.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of

securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests at [info@bigshareonline.com](mailto:info@bigshareonline.com) or [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.

13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

14. Members of the Company had approved the appointment of M/s. Naik Mehta & Co., Chartered Accountants, as the Statutory Auditors at the Ninth AGM of the Company which is valid till Thirteenth AGM of the Company. In accordance with the Act,



the appointment of Statutory Auditors is not required to be ratified at every AGM.

15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com).

16. Members can also provide their feedback on the shareholder services of the Company by sending an e-mail at [sil.cs@Suumaya.com](mailto:sil.cs@Suumaya.com) and more details are available on <https://Suumaya.com/wp-content/uploads/2023/05/Investors-Contact.pdf>. This feedback will help the Company in improving Shareholder Service Standards.

**VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THOROUGH OAVM/VC**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the herein. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional

Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**(I) THE INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

(i) The voting period begins on September 27, 2023, at 9.00 a.m. IST and ends on September 29, 2023, at 5.00 p.m. IST. During this period Members of the Company, as on the cut-off date i.e., September 23, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<div>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</div> <div>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</div> <div>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</div> <div>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</div>



Individual Shareholders holding securities in demat mode with NSDL	<div>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div> <div>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</div> <div>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</div>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with 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 toll free no. 1800225533.
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

**(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form and Physical Shareholders.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xvii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and



register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **(II) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid

any disturbance during the meeting.

(vi) 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.

(vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com). These queries will be replied to by the company suitably by email.

(viii) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

(ix) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

(x) Only those shareholders, who are present in the AGM 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 available during the AGM.

(xi) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **(III) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY DEPOSITORIES.**

- For Physical shareholders- please provide

necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

(ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

(iii) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM you can write an email to RTA at [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or contact at 022-62638200 OR CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33 & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

## **GENERAL INFORMATION**

- 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 to reset the password.

(ii) The Company has appointed M/s. Rinkesh Gala & Associates, Practicing Company Secretaries (ACS 42486 and CP No. 20128), to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.

(iii) The Scrutiniser will submit his report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e- voting) not later than 48 hours from the conclusion of AGM.

(iv) The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.suumaya.com](http://www.suumaya.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

(v) Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM September 30, 2023.

(vi) All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com).



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING**

The following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 3, 4, 5 and 6 of the accompanying Notice:

**ITEM NO.3:**

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 16,66,667 (Sixteen Lakh Sixty-Six Thousand Six Hundred Sixty-Seven) equity shares (“Equity Shares”) of the face value of Rs. 10/- at a price of Rs. 12/- each (Face value Rs. 10 and Premium of Rs. 2) to the following subscriber:

Sr. No.	Details of Subscriber	Number of Equity Shares	Consideration (Amount in Rs.)
1	M/s. First Orgacon Private Limited	16,66,667	2,00,00,000

on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on August 11, 2023.

The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing equity shares.

The management propose to use the proceeds from the Offer for meeting requirements of funds for general corporate purposes of the Company. Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies

Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**A. Objects of the Preferential issue**

The proceeds from the issue will be utilized for the purpose of meeting requirements of funds for working capital and general corporate purposes of the Company.

**B. Maximum number of specified securities to be issued**

It is proposed to issue 16,66,667 (Sixteen Lakh Sixty-Six Thousand Six Hundred Sixty-Seven) Equity Shares, as may be applicable.

**C. Amount which the company intends to raise by way of such securities;**

Rs. 2,00,00,000/- (Rupees Two Crores only).

**D. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

**E. Shareholding Pattern before and after the proposed preferential issue.**

Attached as **Annexure – 1.**

**F. Proposed time within which the preferential issue shall be completed;**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days

from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**G. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No.	Details of subscriber	Ultimate Beneficial Owner of the Proposed Allottee (s)	Pre-issue holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
1.	M/s. First Orgacon Private Limited	Mr. Anand Sharad Pachigar	Nil	Nil	16,66,667	2.29

**H. Undertaking**

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- ii. 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 underlying Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

**I. The total number of shares or other securities to be issued**

The Board of Directors in its meeting held on August 11, 2023 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate 16,66,667 (Sixteen Lakh Sixty Six Thousand Six Hundred Sixty Seven) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

**J. Terms of Issue of the Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

**K. Pricing of Preferential Issue:**

The pricing for the preferential issue has been arrived based on the Market approach i.e., Market Price Method as per the valuation report received from Mr. Rahul Shrimal, ACA Registered Valuer, E 304, Delta Tower, Plot No 1, Sector 8, Kharkopar, Gavan, Raigad, Maharashtra, 410206. The valuation report issued by Mr. Rahul Shrimal, Registered Valuer issued in in compliance with requirements of Regulation 164 & 166A of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of closing of E- voting period. The same shall be placed on the website of the Company [www.suumaya.com](http://www.suumaya.com)

**L. Basis on which the price would be arrived at**

The Company’s Securities are listed on the National Stock Exchange of India Limited. Given that the



Securities are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 apply for determining the minimum price at which the securities are offered. The minimum price is determined in terms of Regulations 161 and 164 of the ICDR Regulations.

In terms of Regulation 164 of the ICDR Regulations, pricing of frequently traded shares of companies having equity shares listed on a recognized stock exchange for a period of 90 trading days or more as on relevant date shall be not less than the higher of the following:

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The Board has fixed the issue price as Rs. 12/- per equity share and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**M. Name and address of valuer who performed valuation;**

Mr. Rahul Shrimal, ACA Registered Valuer, E 304, Delta Tower, Plot No 1, Sector 8, Kharkopar, Gavan, Raigad, Maharashtra, 410206.

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

Not Applicable as the Company has not proposed to issue the shares for consideration other than cash.

**O. Relevant Date**

In terms of the provisions of Chapter V of the ICDR

Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is August 31, 2023 being the 30 days prior to the date of Annual General Meeting.

**P. Class or Classes of Persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:-

Sr. No.	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	M/s First Orgacon Private Limited	Non-Promoter	Non-Promoter

**Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Company has made allotment on preferential basis during the year as follow:

Sr. No.	Name	No. of Shares	Issue Price	Date of Allotment
1	M/s Bhavna Auto Pureinfra Private Limited	16,25,000	Rs. 32/-	29/04/2023

**S. Lock-in period**

The Shares to be offered, issued and allotted shall be

subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**T. Certificate from Practicing Company Secretaries**

A certificate from M/s. Rinkesh Gala & Associates, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of closing of E- voting period. The same shall be placed on the website of the Company [www.suumaya.com](http://www.suumaya.com).

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

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**V. Other disclosures**

- In accordance with SEBI ICDR Regulations,
- i. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
  - ii. As per Regulation 166A of the Chapter V of SEBI ICDR Regulations Company has obtained valuation report from an independent registered valuer.
  - iii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of

the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 3 as special resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**ITEM NO.4:**

M/s. Bhavna Auto Pureinfra Private Limited and M/s. Boston Ivy Healthcare Solutions Private Limited (lender/proposed allottee) had advanced an unsecured loan to the Company to meet its' working capital requirement. Further, the lender had requested the Company to either re pay the loan or convert it into Equity Shares. Thus, in order to increase the permanent financial base of the Company and reduce financial cost, the Board recommended to convert the outstanding Loans of the lender of the Company named above and allotment of equity shares on preferential basis by conversion of their outstanding Loan amounts by way of issue of upto 83,33,333 (Eighty Three Lakh Thirty Three Thousand Three Hundred Thirty Three) Equity shares of Rs.10/- (Rupees Ten Only) each at an issue price of Rs. 12/- (Rupees Twelve Only) per share including a premium of Rs. 2/- (Rupees Two Only) per share to the following persons:

Sr. No.	Details of Proposed Allottee	Unsecured Loan in Rs.	Number of Equity Shares	Consideration (Amount in Rs.)
1.	M/s. Bhavna Auto Pureinfra Private Limited	5,00,00,000	41,66,667	5,00,00,000
2.	M/s. Boston Ivy Healthcare Solutions Private Limited	5,00,00,000	41,66,666	5,00,00,000

by way of preferential allotment at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations on a preferential basis to the Proposed allottee entitling



him to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**A. Objects of the Preferential issue**

The Company proposes the conversion of unsecured loan to the extent of Rs. 10,00,00,000/- (Ten Crores Only) by way issue of equity shares on preferential basis which was availed for the purpose of:

- 1. Meet working capital requirements to strengthen financial position
- 2. General corporate purposes.

**B. Maximum number of specified securities to be issued**

It is proposed to issue 83,33,333 (Eighty-Three Lakh Thirty-Three Thousand Three Hundred Thirty-Three) equity shares by conversion of Unsecured Loan of Rs. 10,00,00,000/- (Rupees Ten Crores Only) at an issue price of Rs. 12/- each (Including Premium).

**C. Amount which the company intends to raise by way of such securities;**

It is proposed to issue 83,33,333 (Eighty-Three Lakh Thirty-Three Thousand Three Hundred Thirty-Three) equity shares by conversion of Unsecured Loan of Rs. 10,00,00,000/- (Rupees Ten Crores Only) at an issue price of Rs. 12/- each (Including Premium).

**D. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

M/s Bhavna Auto Pureinfra Private Limited and M/s. Boston Ivy Healthcare Solutions Private Limited intends to convert the unsecured loan extended to the Company. None of the promoters or key managerial personnel intends to subscribe to the offer.

**E. Shareholding Pattern before and after the proposed preferential issue.**

Attached as **Annexure – 1**.

**F. Proposed time within which the preferential issue shall be completed;**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**G. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No.	Details of subscriber	Ultimate Beneficial Owner of the Proposed Allottee (s)	Pre-issue holding	% to Pre-issue Capital	No of equity shares proposed to be issued	% to post issue capital
1.	M/s Bhavna Auto Pureinfra Private Limited	Mr. Rajesh Maheshbhai Shah & Ms. Aparna R Shah	16,25,000	2.59	41,66,667	7.96
2.	M/s. Boston Ivy Healthcare Solutions Private Limited	Mr. Vivek Mritunjoy Tiwari & Mr. Ketan Bhailal Malkan	Nil	Nil	41,66,666	5.72

**H. Undertaking**

In terms of SEBI (ICDR) Regulations, 2018, the Company hereby undertakes that:

- i. It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- ii. 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 underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.

**I. The total number of shares or other securities to be issued**

The Board of Directors in its meeting held on August 11, 2023 had approved the issue of equity shares and accordingly proposes to issue and allot in aggregate 83,33,333 (Eighty Three Lakh Thirty Three Thousand Three Hundred Thirty Three) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.

**J. Terms of Issue of the Equity Shares, if any**

The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.

**K. Pricing of Preferential Issue:**

The pricing for the preferential issue has been arrived based on the Market approach i.e., Market Price Method as per the valuation report of received from Mr. Rahul Shrimal, ACA Registered Valuer, E 304, Delta Tower, Plot No 1, Sector 8, Kharkopar, Gavan, Raigad, Maharashtra, 410206. The valuation report

issued by Mr. Rahul Shrimal, Registered Valuer issued in in compliance with requirements of Regulation 164 & 166A of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of closing of E- voting period. The same shall be placed on the website of the Company [www.suumaya.com](http://www.suumaya.com)

**L. Basis on which the price would be arrived at**

The Company’s Securities are listed on the National Stock Exchange of India Limited. Given that the Securities are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 apply for determining the minimum price at which the securities are offered. The minimum price is determined in terms of Regulations 161 and 164 of the ICDR Regulations.

In terms of Regulation 164 of the ICDR Regulations, pricing of frequently traded shares of companies having equity shares listed on a recognized stock exchange for a period of 90 trading days or more as on relevant date shall be not less than the higher of the following:

In terms of the applicable provisions of the Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the minimum price for the preferential issue of each equity share to be issued shall be a price, being higher of the following:

- i. the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.



The Board has fixed the issue price as Rs. 12/- per equity share and the said price fixed by the Board is highest of the above two prices calculated in terms of the ICDR Regulation and other applicable provisions.

**M. Name and address of valuer who performed valuation;**

Mr. Rahul Shrimal, ACA Registered Valuer, E 304, Delta Tower, Plot No 1, Sector 8, Kharkopar, Gavan, Raigad, Maharashtra, 410206.

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

Not Applicable as the Company has not proposed to issue the shares for consideration other than cash.

**O. Relevant Date**

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for this Preferential Allotment of equity shares is August 31, 2023 being the 30 days prior to the date of Annual General Meeting.

**P. Class or Classes of Persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:-

Sr. No.	Name of the Proposed Allottee	Current Status of the Allottee	Proposed Status of the Allottee
1	M/s Bhavna Auto Pureinfra Private Limited	Non-Promoter	Non-Promoter
2	M/s. Boston Ivy Healthcare Solutions Private Limited	Non-Promoter	Non-Promoter

**Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not

be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Company has made allotment on preferential basis during the year as follow:

Sr. No.	Name	No. of Shares	Issue Price	Date of Allotment
1	M/s Bhavna Auto Pureinfra Private Limited	16,25,000	Rs. 32/-	29/04/2023

**S. Lock-in period**

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**T. Certificate from Practicing Company Secretaries**

A certificate from M/s. Rinkesh Gala & Associates, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of closing of E- voting period. The same shall be placed on the website of the Company [www.suumaya.com](http://www.suumaya.com).

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

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**V. Other disclosures**

In accordance with SEBI ICDR Regulations,

i. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.

ii. As per Regulation 166A of the Chapter V of SEBI ICDR Regulations Company has obtained valuation report from an independent registered valuer

iii. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 4 as special resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

**ITEM NO.5 & 6:**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution. “Material Related Party Transaction” under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements or Rs. 1,000 Crores, whichever is lower.

The annual consolidated turnover of the Company for the financial year 2022-23 is Rs.663.48 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding Rs.66 Crores (10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members’ approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related parties from time to time:

Name of Related Party	Nature of Relationship	Nature of Transaction	Amount (in Crores)
Suumaya Corporation Limited	Group Company	(Sales and Purchase or any other arrangements/ transactions/ contracts	Rs.100 Crores
White Organic Retail Limited	Associate of Wholly Owned Subsidiary		Rs.100 Crores

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act,



2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI Listing Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution. The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on May 15, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Shareholders/ Members are requested to note following disclosures of Interest:

Name of Related Party	Nature of Concern or Interest
Suumaya Corporation Limited	Suumaya Corporation Limited is a Group Company in which Mr. Ushik Mahesh Gala is Chairman and Managing Director, Ms. Ishita Gala, Promoter and Vice President of Brand Business of the Company and who is Director and holds 8.36% in Suumaya Corporation Limited.
White Organic Retail Limited	White Organic Retail Limited is an Associate of Suumaya Retail Limited a Wholly Owned Subsidiary of the Company. In which Ms. Ishita Gala, Promoter and Vice President of Brand Business of the Company and who is Managing Director in White Organic Retail Limited. Mr. Ushik Mahesh Gala, Chairman and Managing Director of the Company is Brother of Ms. Ishita Gala and being interested director.

The Board recommends the resolution set out in Item No. 5 & 6 of the AGM Notice to the Members for their consideration and approval, by way of Ordinary Resolution. Except to the extent of shareholding of the Promoters / Directors their Relatives and Key Managerial Personnel in the above-mentioned related parties which is duly disclosed above, none of the other Directors/ Key Managerial Personnel/ their Relatives is, in any way, concerned or interested, financially or otherwise in the Ordinary Resolution set out at Item No. 5 & 6 respectively.

**By order of the Board of Directors**  
**Suumaya Industries Limited**  
**Sd/-**  
**Ushik Mahesh Gala**  
**Chairman and Managing Director**  
**DIN: 06995765**

Date: August 11, 2023

Place: Mumbai

**Registered Office:**

Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon (East),  
Mumbai 400063, Maharashtra India.

Website: [www.suumaya.com](http://www.suumaya.com)

Email: [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com)

Phone: +912269218000

CIN: L18100MH2011PLC220879

**ANNEXURE - 1**

**Shareholding Pattern**

Sr. No.	Category	Pre-Issue Equity <sup>#</sup>		Post Issue Equity <sup>s</sup>	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoters/Promoters Group's holding</b>				
1	Indian				
	Individual	1,49,12,310	23.76	1,49,12,310	20.49
	Bodies corporate	0	0	0	0
2	Foreign promoters	0	0	0	0
	sub-total (A)	1,49,12,310	23.76	1,49,12,310	20.49
<b>B</b>	<b>Non-promoters' holding</b>				
1	Institutional Domestic				
	Mutual Funds/UTI	0	0	0	0
	Venture Capital Funds	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Bank	0	0	0	0
	Insurance Companies	0	0	0	0
	Provident / Pension Funds	0	0	0	0
	Asset Reconstruction Companies	0	0	0	0
	Sovereign Wealth Funds	0	0	0	0
	NBFCs registered with RBI	0	0	0	0
	Other Financial Institutions	0	0	0	0
2	Institutional Foreign				
	Foreign Direct Investment	0	0	0	0
	Foreign Venture Capital Investors	0	0	0	0
	Foreign Sovereign Wealth Funds	0	0	0	0
	Foreign Portfolio Investors Category I	1,95,100	0.31	1,95,100	0.26
	Foreign Portfolio Investors Category II	8,288	0.01	8,288	0.01
	Overseas Depositories (Holding DRs) (Balancing Figure)	0	0	0	0
3	Central Government / State Government				
	Central Government / President of India	0	0	0	0
	State Government / Governor	0	0	0	0
	Central/State Govt. shareholding by Cos or Bodies Corp	0	0	0	0
4	Non-institutions				
	Associate Companies / Subsidiaries	0	0	0	0
	Directors And their relatives (non-Promoter)	4,32,400	0.69	4,32,400	0.59
	Key Managerial Personnel	0	0	0	0
	Relatives of Promoters (Non-Promoter)	0	0	0	0
	Trusts (Non-Promoter)	0	0	0	0
	Investor Education and Protection Fund(IEPF)	0	0	0	0
	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	1,95,94,979	31.22	1,95,94,979	26.93



Sr. No.	Category	Pre-Issue Equity #		Post Issue Equity\$	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
	Individual - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1,46,22,251	23.3	1,46,22,251	20.09
	Non-Resident Indians (NRIs)	7,08,872	1.13	7,08,872	0.97
	Foreign Nationals	0	0	0	0
	Foreign Companies	0	0	0	0
	Bodies Corporate	1,05,68,622	16.84	2,05,68,622	28.26
	Any Other (Clearing Member)	7,45,758	1.19	7,45,758	1.02
	Any Other (Hindu Undivided Family)	9,71,830	1.55	9,71,830	1.33
	Sub-total (B)	4,78,48,000	76.24	5,78,48,000	79.50
C	Non-Promoter- Non-Public shareholder				
	Custodian/DR Holder	0	0	0	0
	Sub-total (c)	0	0	0	0
	GRAND TOTAL	6,27,60,310	100	7,27,60,310	100

#Pre-issue shareholding pattern as on June 30, 2023

\$The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made under this notice and on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned Resolution No. 3 and 4.

By order of the Board of Directors  
Suumaya Industries Limited  
Sd/-  
Ushik Mahesh Gala  
Chairman and Managing Director  
DIN: 06995765

Date: August 11, 2023  
Place: Mumbai

**Registered Office:**

Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon (East),  
Mumbai 400063, Maharashtra India.

Website:[www.suumaya.com](http://www.suumaya.com)

Email: [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com)

Phone: +912269218000

CIN: L18100MH2011PLC220879

ANNEXURE - 2  
Details of the Directors seeking appointment /re-appointment at the forthcoming Annual General Meeting  
[In pursuance of Regulation 36(3) of the Listing Regulations]

Sr. No.	Name of the Director	Mr. Sejal Doshi
1.	Director Identification Number	08431221
2.	Date of Birth/Age	29/11/1976 (46 years)
3.	Nationality	Indian
4.	Date of First Appointment on the Board	October 25, 2019
5.	Qualifications	He has done Bachelor's in Commerce and is a Qualified Chartered Accountant
6.	Experience and Expertise in specific functional area	<p>Mr. Sejal Doshi has over two decades of experience in Equity Markets, Fundamental Equity Research and Fund Management. He has a unique blend of expertise on both sell-side and buy-side equity research. He has active Fund Management experience managing around of \$100 mn worth of equity corpus and was instrumental for various Mergers &amp; Acquisitions deal within the large Corporate Group and gained immense knowledge and expertise in the Investment Banking activity.</p> <p>On the sell-side, he has served with various reputed Institutional and HNI Broking firms like India Infoline, Tower Capital, ICICI Securities, Angel Broking, etc. He was one of the Rated Analyst in the Asia Money Brokers Poll for in-depth research in Banking &amp; Financial Sector. In addition to Financial Sector, he has experience for in-depth Analysis of sectors like Textiles, Auto, Information Technology and Infrastructure &amp; Capital Goods. He also has reputation for identifying Hidden Gems within the Mid-Caps &amp; Small-Caps segment.</p>
7.	No. of Equity Shares held in the Company as on March 31, 2023	NIL
8.	Directorship held in other public companies (excluding foreign companies and Section 8 companies)	<ul style="list-style-type: none"><li>Suumaya Corporation Limited</li><li>Suumaya Capital Limited</li><li>Suumaya Innovations Limited</li></ul>
9.	Chairmanships/ Memberships of committees of the other companies	<p><b>Suumaya Corporation Limited</b></p> <ul style="list-style-type: none"><li>Stakeholder Relationship Committee (Chairman)</li><li>Audit Committee (Member)</li><li>Nomination &amp; Remuneration Committee (Member)</li><li>Corporate Social Responsibility Committee (Member)</li></ul>
10.	Relationships, if any between Directors inter-se	NA

Date: August 11, 2023  
Place: Mumbai

**Registered Office:**

Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon (East),  
Mumbai 400063, Maharashtra India.

Website:[www.suumaya.com](http://www.suumaya.com)

Email: [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com)

Phone: +912269218000

CIN: L18100MH2011PLC220879

By order of the Board of Directors  
Suumaya Industries Limited  
Sd/-

Ushik Mahesh Gala  
Chairman and Managing Director  
DIN: 06995765



# BOARD’S REPORT

To  
The Members,

Your Directors take pleasure in presenting the 12th Annual Report of Suumaya Industries Limited (Formerly known as Suumaya Lifestyle Limited) (“the Company”/ “Suumaya”) along with the summary of Standalone and Consolidated Financial Statements for the financial year ended March 31, 2023.

## FINANCIAL PERFORMANCE

Particulars	(Rs. in Crores)			
	Standalone		Consolidated	
	FY2022-23	FY2021-22	FY2022-23	FY2021-22
Revenue from operations	22.26	155.43	663.48	12816.24
Other Income	14.08	5.35	93.94	6.35
Total Revenue	36.34	160.78	757.41	12822.59
Less: Total expenditure before finance cost and depreciation	187.35	173.77	1211.61	11498.23
Profit before Finance Cost, Depreciation, Exceptional Item and Tax	(151.01)	(12.99)	(454.2)	1324.36
Less: Finance Cost	2.78	2.81	5.58	8.19
Profit before Depreciation, Exceptional Item and Tax	(153.79)	(15.8)	(459.78)	1316.17
Less: Depreciation and Amortisation Expense	0.98	1.02	8.22	5.71
Profit before Exceptional Items and Tax	(154.77)	(16.82)	(467.98)	1310.46
Exceptional Item	-	279.33	-	279.33
Profit before tax	(154.77)	(296.15)	(467.98)	1031.13
Less: Tax Expense	-	-	-	158.57
Profit for the period (A)	(154.77)	(296.15)	(467.98)	872.56
Other Comprehensive Income (OCI) (B)	-	-	(2.34)	-
Total Comprehensive Income for the period (A + B)	(154.77)	(296.15)	(470.32)	872.56
Profit / Total comprehensive income attributable to:				
Owners of the group	-	-	-	-
Non-controlling interest	-	-	-	-
Paid-up Equity Share Capital (Face Value Rs.10 each)	61.14	30.57	61.14	30.57
Earnings per share of Rs.10 each				
Basic (in Rs.)	(2.53)	(9.69)	(7.69)	28.55
Diluted (in Rs.)	(2.53)	(4.69)	(7.69)	13.83

Note: Figures for the previous financial year have been regrouped and reclassified to conform to the classification of the current period, where necessary.

Further, the financial statements of the Company have been restated pursuant to the Business Transfer Agreement between the Company and Suumaya Agro Limited, a wholly owned subsidiary.

## PERFORMANCE REVIEW

### Standalone

The Company recorded operational revenue of Rs.22.26 Crores during the financial year 2022-23 as compared to Rs. 155.43 Crores in the previous financial year. The Net Loss during the financial year 2022-23 was at Rs. 154.77 Crores as compared to a Net Loss of Rs. 296.15 Crores in financial year 2021-22 translating to Basic Earnings Per Share at Rs. -2.53/- for the financial year 2022-23 as against Rs. -9.69/- in financial year 2021-22.

### Consolidated

The Company recorded operational revenue of Rs. 663.48 Crores during the financial year 2022-23 as compared to Rs.12,816.24 Crores in the previous financial year. The Net Loss during the financial year 2022-23 was at Rs. 467.98 Crores as compared to a Net Profit of Rs. 872.56 Crores in financial year 2021-22 translating to Basic Earnings Per Share at Rs. -7.69/- for the financial year 2022-23 as against Rs. 28.55 in financial year 2021-22.

## BUSINESS PERFORMANCE

The Company operates mainly into four segments i.e. (i) Supply chain of Agri Produce (ii) Retail and (iii) Polymer (iv) Textile which is as under:

### Agri Produce

The Company ventured in the agri produce supply chain in the last quarter of 2021. The Company with its robust business model and competitive cost has managed to gain substantial credibility in the sector.

The Company’s agri value supply chain business model involves B2B trading of unbranded agricultural commodities (rice, wheat, pulses, sugar, chilly, maize, soyabean and chickpeas) in bulk quantities. The Company’s procurement efficiencies ensure timely deliveries of bulk orders. The Company procures from aadhatiyas and mandis and sell to medium to large corporates, mill owners and MSMEs at regional and local level. The Company also optimizes the physical trade flows to create trade finance generated liquidity in emerging markets for its customers.

The segment generated revenue of Rs.391.18 Crore during the year under review and contributed 58.96% to overall revenues of the company.

### Retail

The retail segment of the Company comprised of sale of Textiles, Fabrics and Snacks that generated revenue of Rs. 245.29 Crores and contributed 36.97% to overall revenues of the Company.

### Polymers

The Company has just started to venture into this product in the last year and generated revenue of Rs. 19.81 Crores contributed 2.98% to overall revenues of the Company.

### Textiles

During the under review the Company has transfer the Brand business of the Company of women ethnic wear to its wholly owned subsidiary as a going concern on a slump sale basis for a lump sum consideration of Rs. 2.07 crore, as a going concern, effective from April 01, 2022 through execution of a Business Transfer Agreement.

Due to the restructuring, the textile segment has reported negative sales of Rs. 1.75 Crores.

### Other Businesses

Other business segments generated a business of 8.94 Crore during the year under review and contributed 1.35% to overall revenues of the company.

## SUBSIDIARIES PERFORMANCE

The Company has 11 subsidiaries of which 8 are wholly-owned subsidiaries, 2 are step down subsidiaries and a subsidiary. The material subsidiaries of the Company contribute a great deal in the consolidated financials of the Company.

Suumaya Agro Limited (SAL), material subsidiary of the Company generated a revenue of Rs. 391.18 Crores in the year under review. It is one of the strongest pillars of Suumaya Industries Limited (SIL). The operations of the Company are involved in B2B agri value supply chain of non-branded agri produce like rice, wheat, chillies, cereals.

Suumaya Retail Limited (SRL), another material subsidiary of the Company generated a revenue of Rs. 12.59 Crores in the year under review. It is another strong pillar of the Company. Moreover, the Company has transferred its traditional brand business to SRL with effect from April 01, 2022 through a Business



Transfer Agreement. Your Directors are confident that SRL with its expertise in retail segment will help increase the stake holders value at a consolidated level.

The details of other subsidiaries form a part of AOC-1 that forms a part of this report.

## CONSOLIDATED FINANCIAL STATEMENTS

A statement containing the salient features of the Financial Statements including the performance and financial position of each Subsidiary as per the provisions of the Companies Act, 2013 (the “Act”), is provided in the prescribed Form AOC-1 which is annexed as “**Annexure 1**”.

Pursuant to Section 129 of the Act and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the attached Consolidated Financial statements of the Company and all its Subsidiaries have been prepared in accordance with the applicable Ind AS provisions.

The Company will make available the said Financial Statements and related detailed information of the Subsidiary Companies upon the request by any Member of the Company. These Financial Statements will also be kept open for inspection by the Members at the Registered Office of the Company during business hours on working days up to the date of the ensuing AGM.

Pursuant to the provisions of Section 136 of the Act, the Audited Standalone and Consolidated Financial Statements of the Company along with relevant documents and separate accounts in respect of subsidiaries are available on the website of the Company.

## MATERIAL EVENTS DURING THE YEAR UNDER REVIEW AND FROM THE END OF THE FINANCIAL YEAR 2022- 23 TILL THE DATE OF THIS REPORT

### Striking off wholly owned subsidiaries

The Board of Directors of the Company has proposed to strike off the following wholly owned subsidiaries and subsidiary due to no business activities:

1. Suumaya Agro Warehousing Limited
2. Suumaya Capital Limited
3. Suumaya Protective Texcorp Limited
4. Suumaya Consumer Beverages Limited
5. Suumaya Industries Pte. Ltd.
6. Suumaya Innovations Limited (Subsidiary)

### Disinvestment in Step-down subsidiary

During the period under review, the Company’s wholly owned subsidiary Suumaya Retail Limited sold 64,00,000 equity shares of its subsidiary White Organic Retail Limited and thus reduced its stake from 55.01% to 35.45%. White Organic Retail Limited thus ceased to be Subsidiary of the Suumaya Retail Limited and is classified as an Associate Company.

### Disinvestment in Wholly Owned Subsidiary

- **Suumaya Trends Private Limited (STPL)**

During the period under review the Company acquired 36% in STPL at face value and consequently, STPL became its wholly owned subsidiary w.e.f. October 27, 2022. Further, the Board in its meeting held on March 11, 2023 approved divestment of 100% stake in STPL to certain members of promoter group. The disinvestment was completed on March 31, 2023, by transferring at face value and STPL ceased to be a subsidiary of the Company effective the said date.

- **Suumaya Trans Logistics Limited (STLL)**

The Board of Directors in its Meeting held on May 15, 2023 approved the divestment of 100% stake in Suumaya Trans Logistics limited (STLL). The disinvestment was completed on May 31, 2023 by transferring at Rs. 12/- per share and STLL ceased to be a Wholly Owned Subsidiary of the Company effective the said date.

- **Suumaya Infotech Private Limited (SIPL)**

The Board of Directors in its Meeting held on August 11, 2023 approved the divestment of 100% stake in Suumaya Infotech Private Limited (SIPL). The agreement is yet to be executed. Further details shall be intimated to the exchange once the agreement is executed and shares are transferred.

- **Suumaya Agro Limited (SAL)**

The Board of Directors in its Meeting held on August 11, 2023 approved the divestment of 100% stake in Suumaya Agro Limited (SAL). The Company is looking for a suitable buyer for the same and the details shall be intimated to the exchange once the details are finalised and subsequently approved by the Board.

### Cancellation of Convertible Warrants and reserved Bonus Shares:

The Company had allotted 98,00,000 Convertible Warrants at an issue price of Rs.75/- per Convertible Warrants (“Warrants”), on Preferential basis, to Ms. Ishita Gala and Mr. Ushik Mahesh Gala, persons belonging to Promoter and Promoter Group Category (“Warrant holders”) during FY 2020-21. In accordance with Chapter V of ICDR Regulations, the Warrant holders are entitled to exercise the right attached to the said Warrants and subscribe to one Equity Share each against each Warrant, within a period of 18 months from the date of allotment of such warrants, i.e., on or before July 06, 2022. 65,59,655 Warrants had been converted during FY 21-22 and allotment of Equity Shares in lieu of Warrants was made. The remaining 32,40,345 Warrants stand cancelled/lapsed and the consideration of Rs.6,07,56,469/- being 25% of consideration amount as per ICDR Regulations, received from the Warrant holders towards allotment of said Warrants, was forfeited by the Company in accordance with the terms of the said Warrants and as per the provisions of ICDR Regulations.

Therefore, by virtue of above cancellation/lapse of 32,40,345 Convertible Warrants, the equivalent number of Bonus Share issued to and as reserved for allotment to the Warrants holders also stood automatically cancelled.

### Issue of Shares on Preferential Basis

During the period under review, the Board had approved the preferential issue of upto 2,06,00,000 equity shares for cash to Mr. Anubhav Batra, Mr. Sanjay Doshi, Mr. Devang Shah, M/s. Nextpact Limited and M/s. AG Dynamic Funds Ltd. and upto 48,50,000 equity shares by conversion of Unsecured Loan in the meeting held on February 4, 2023 to M/s. Bhavna Auto Pureinfra Private Limited. The Company had availed an Intercompany Deposit of Rs. 5.20 crores from Bhavna Auto Pureinfra Private Limited in tranches.

Approval of shareholders in terms of Section 42, 62(1) (c) was obtained by way of a special resolution on April 17, 2023 only for preferential issue of up to 16,25,000 fully paid-up equity shares of the Company, having face value of Rs.10/- each at a premium of Rs. 22/- each to M/s. Bhavna Auto Pureinfra Private Limited by conversion of existing outstanding loan to the extent of Rs. 5,20,00,000/- which was extended by the Proposed allottee to the Company to meet immediate working capital needs & general corporate purposes.

The Board of Directors of the Company approved the allotment of 16,25,000 equity shares of Rs. 10 of the Company, at a price of Rs. 32/- per share (including share premium of Rs. 22/-), on preferential basis, to M/s. Bhavna Auto Pureinfra Private Limited, persons of non-promoter category, vide resolution passed by circulation on April 29, 2023. In-principle approval for listing was granted by NSE on April 5, 2023 and the trading approval was granted on June 30, 2023.

Further on August 11, 2023, the Board rescinded the preferential issue of upto 2,06,00,000 equity shares for cash to Mr. Anubhav Batra, Mr. Sanjay Doshi, Mr. Devang Shah, M/s. Nextpact Limited and M/s. AG Dynamic Funds Ltd. It further approved allotment of up to 5,45,00,000 equity shares in one or more tranches to the following persons:

1. First Orgacon Private Limited
2. Mr. Sanjay Doshi
3. Ms. Bhakti Shah
4. Nexpact Limited- FPI
5. AG Dymanic Funds Ltd.- FPI
6. Mr. Dhanesh Shah
7. Ms. Falguni Shah

The Board had further approved conversion of Inter Corporate Deposits availed from the following persons up to 1,00,00,000 equity shares by conversion of Unsecured Loan:

1. M/s. Boston Ivy Healthcare Solutions Private Limited
2. M/s. Bhavna Auto Pureinfra Private Limited

The above allotment shall be subject to shareholders approval.



The Company at the ensuing Annual General Meeting proposes to seek approval from the shareholders of the company by way of a special resolution, issuance and allotment of shares on preferential basis, by way of fresh issue and conversion of unsecured loan to equity to the persons/ entities as mentioned in the resolution and explanatory statement annexed to the Notice of the ensuing Annual General Meeting. Details of the abovementioned issue and allotment are mentioned in the Notice of the ensuing Annual General Meeting.

## CHANGE IN NATURE OF BUSINESS

During the year under review there is no change in the nature of business of the Company. However, the Board in compliance with the provisions of section 180(1)(a) of the Companies Act, 2013 at their meeting

held on March 11, 2023, approved the transfer of Company's existing Agro Business to wholly owned subsidiary, Suumaya Agro Limited, under slump sale basis for a lump sum consideration of Rs. 875 crore, as a going concern, effective from February 28, 2023 through execution of a Business Transfer Agreement & subsequently approved by members on April 17, 2023.

Further, the Board at its meeting on February 4, 2023, approved the alteration of the Object Clause of the Memorandum of Association of the Company to reflect the elaborate product categories, which was further approved by the Members through Postal Ballot dated April 17, 2023.

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The details of Subsidiaries, Joint Venture and Associate Companies are provided in the prescribed Form AOC-1 which is annexed as “**Annexure 1**”.

During the year under review and from the end of the financial year till the date of this report, the following companies have become ceased to be Subsidiaries of the Company:

Sr. No.	Name of Company	Relationship	Change	Effective Date
1.	Suumaya Trends Private Limited	Company in which Relative is Director	Divestment	March 31, 2023
2.	Suumaya Trans Logistics Limited	Separate Entity	Divestment	May 31, 2023

The Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the Company's website and can be accessed at <https://Suumaya.com/wp-content/uploads/2023/07/9.-Materiality-on-Subsidiaries.pdf>.

## DIVIDEND AND RESERVES

**Dividend:** The Board of Directors does not recommend any Dividend for the financial year 2022-23.

In accordance with Regulation 43A of the Listing (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the ‘Dividend Distribution Policy’ has been hosted on the Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/6.-Revised-Dividend-Distribution-policy.pdf> is annexed as “**Annexure 2**”.

**Reserves:** The closing balance of the retained earnings of the Company for financial year 2022-23, after all appropriation and adjustments was Rs. -284.70 Crores.

## PUBLIC DEPOSITS

In terms of the provision of Sections 73 and 74 of the Companies Act, 2013 read with the relevant rules, the Company has not accepted any public deposits during the year under review.

## SHARE CAPITAL

### Authorized Share Capital

The Board of Directors at their meeting held on February 4, 2023 has proposed the increase of Authorized Share Capital of the Company from Rs. 75,00,00,000/- (Rupees Seventy-Five Crore Only) divided into 7,50,00,000 (Seven Crore and Fifty Lakh) Equity shares of Rs. 10/- each to Rs.125,00,00,000/- (Rupees One Hundred and Twenty-Five Crore Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity shares of Rs. 10/- each by creating additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- ranking pari passu in all respects with the existing equity shares of the Company. Shareholder of the Company has approved the resolution through postal ballot dated April 17, 2023.

### Paid-up Share Capital

Your Board at its meeting held on February 4, 2023, approved and recommended the Conversion of conversion of existing or future outstanding loan to the extent of Rs. 15 crore of M/s. Bhavna Auto Pureinfra Private Limited and issue of upto 48,50,000 Equity Shares on preferential basis subjects to the approval of Shareholders which was approved by the Shareholders through postal ballot dated April 17, 2023 and conversion of and its allotment approved by the Board on April 29, 2023. Your Company allotted 16,25,000 fully paid-up Equity Shares of face value Rs.10/- each. Pursuant to the said allotment of Equity Shares, the paid -up and issued share capital of your Company has increased from Rs. 61,13,53,100/- (divided into 6,11,35,310 equity shares of the face value of Rs.10/ each) to Rs.62,76,03,100/- (divided into 6,27,60,310 equity shares of the face value of Rs.10/ each)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report on the operations of the Company, as required under the Listing Regulations forms an integral part of this Report.

## CORPORATE GOVERNANCE REPORT

The Company is committed to maintain the highest standards of Corporate Governance and adheres to

the Corporate Governance requirements set out by the Securities and Exchange Board of India (“SEBI”). The Company has also implemented best governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms a part of the Annual Report.

A Certificate from Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34 of the Listing Regulations, top 1000 listed entities based on market capitalization, has to file a Business Responsibility and Sustainability Report on the environmental, social and governance disclosures, in the format as may be specified by the Board from time to time and Company has not fall in the top 1000 listed entities for the Financial Year 2022-23 and accordingly requirement of Business Responsibility and Sustainability Report is not applicable.

## ANNUAL RETURN

In accordance with the Companies Act, 2013, the Annual Return of the Company as on March 31, 2023, will be made available on the Company's website after the ensuing Annual General Meeting and can be accessed at <https://Suumaya.com/investors/annual-return/>.

## BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

### Number of meetings of the Board of Directors

During the year under review, 9 (Nine) Board Meetings were convened and held, the details of which are provided in the ‘Corporate Governance Report’.

### Committee Position

The details of the composition of the Committees, meetings held, attendance of Committee members at such meetings and other relevant details are provided in the ‘Corporate Governance Report’.



### Recommendation of Audit Committee

During the year under review, there were no instances of non-acceptance of any recommendation of the Audit Committee of the Company by the Board of Directors.

### Director liable to retire by rotation

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. Sejal Doshi (DIN: 08431221), Non-Executive Director retires by rotation at the forthcoming Annual General Meeting ("AGM") and being eligible, offers himself for re-appointment.

The Board recommends his re-appointment for the consideration of the Members of the Company at the forthcoming AGM on the terms and conditions mentioned in the Notice convening the AGM. A brief profile of Mr. Sejal Doshi (DIN: 08431221), has also been provided therein.

### Appointment and Resignation

The details of appointment and resignation of directors during the financial year 2022-23, are provided in the 'Corporate Governance Report'.

During the financial year 2022-23, following changes took place in Key Managerial Personnel:

- a. Ms. Shruti Chaudhary resigned as an Independent Director of the Company w.e.f. June 24, 2022;
- b. Mr. Narendra Mairpady resigned as an Independent Director of the Company w.e.f. September 13, 2022;
- c. Ms. Sujata Singhi was appointed as Additional Non-executive Independent Director w.e.f. September 6, 2022, and regularize as Non-executive Independent Director in the 11th Annual General Meeting held on September 30, 2022, subsequently resigned w.e.f. January 14, 2023.
- d. Ms. Archana Chirawawala was appointed as Additional Non-executive Independent Director w.e.f. September 6, 2022, and regularize as Non-executive Independent Director in the 11th Annual General Meeting held on September 30, 2022.
- e. Mr. Sunil Kumar Sharma resigned as Jt. Company

Secretary and Compliance Officer of the Company w.e.f. October 07, 2022;

- f. Ms. Meghal Mehta appointed as a Company Secretary and Compliance Officer of the Company w.e.f. October 15, 2022;
- g. Ms. Kritika Chauhan resigned as a Company Secretary and Compliance Officer of the Company w.e.f. November 15, 2022;
- h. Mr. Som Sagar was appointed as Additional Non-executive Director w.e.f. February 4, 2023, and subsequently regularize as Non-executive Director vide Postal Ballot dated April 17, 2023.
- i. Mr. Ashutosh Chandra appointed as Additional Non-executive Independent Director w.e.f. February 4, 2023, and regularize as Non-executive Independent Director vide Postal Ballot dated April 17, 2023. Subsequently resigned w.e.f. April 29, 2023.

### Declaration of Independence by Independent Directors

All Independent Directors of the Company have given declarations that they meet the conditions of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfil the said conditions of independence. The Independent Directors have also confirmed that they have complied with the Company's Code of Business Conduct & Ethics.

In the opinion of the Board, the independent directors possess the requisite integrity, expertise, experience (including proficiency) and qualifications.

The Company has received confirmation from the Independent Directors regarding their registration in the Independent Directors databank maintained by the Indian Institute of Corporate Affairs.

There is no change in the circumstances affecting their status as Independent Directors of the Company.

### BOARD EVALUATION

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and Listing Regulations.

The Board evaluation was carried out on February 04, 2023. The performance of the Board individually and as a whole along with the performance of the Committees was evaluated after seeking inputs from all the directors on the basis of criteria. The said criteria provide certain parameters like Diligence & participation in meetings, contribution to decision making, maintain confidentiality, interpersonal relationship with fellow board members, attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017, and Nomination and Remuneration Policy of the Company.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

### INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of fraud, error reporting mechanisms, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. For more details, refer to the 'Internal Control Systems and Adequacy' section in the *Management's discussion and analysis*, which forms part of this Annual Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

The Directors to the best of the knowledge and belief and according to the information, explanations and representations obtained by them and after due enquiry, make the following statements in terms of Section 134(3)(c) and 134(5) of the Act that:

- a. in the preparation of the annual accounts for

the year ended March 31, 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2023 and of the profit of the Company for the year ended on that date;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts on a going concern basis;
- e. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### APPOINTMENT AND REMUNERATION POLICY

The Nomination and Remuneration Committee has framed a policy which lays down a framework in relation to appointment, performance evaluation and remuneration of Directors, Key Managerial Personnel and Senior Management Employees of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters in accordance with Section 178 of the Act and the Rules framed thereunder and Regulation 19 of the Listing Regulations. The criteria as aforesaid is given in the 'Corporate Governance Report'. The Nomination and Remuneration Policy is available at the Company's website and can be accessed at <https://Suumaya.com/wp-content/uploads/2023/07/10.-Nomination-and-Remuneration-Policy.pdf>.



## AUDITORS

### Statutory Auditors and Auditors' Report

M/s Naik Mehta & Co., Chartered Accountant, Mumbai (FRN: 124529W), were appointed as Auditors of the Company for a term of 5 (five) consecutive years commencing from April 01, 2020, at the annual general meeting held on September 29, 2020. The Auditors have confirmed that they are not disqualified to continue as the Statutory Auditors of the Company. They have also furnished a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the Listing Regulations.

Further, the report of the Statutory Auditors along with the notes on the Financial statements is enclosed to this Report. There are no qualifications, reservations or adverse remarks or disclaimers in the said Report. However, there have been a few comments about the company's compliance delays under emphasis of matter during the previous year, and the management ensures that these occurrences will not recur in the future.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed thereunder.

### Secretarial Auditor and Reports

Pursuant to the provisions of Section 204 of the Act and Rules framed thereunder, the Company has appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries, to undertake Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report in Form MR-3 for the financial year ended March 31, 2023 is annexed herewith "Annexure 3" to this Report.

There are qualifications, reservations or adverse remarks or disclaimers in the said Report. There also have been a few comments about the company's compliance delays under emphasis of matter during the previous year, and the management ensures that these occurrences will not recur in the future.

There was no instance of fraud during the year under review, which required the Secretarial Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed

thereunder.

The Company has also obtained Secretarial Compliance Report for Financial Year 2022-23 from M/s. Vinod Kothari & Company, Practicing Company Secretaries in relation to compliance of all applicable SEBI Regulations/circulars/ guidelines issued thereunder, pursuant to the Regulation 24A of the Listing Regulations.

Further, pursuant to provisions of Regulation 24A of the Listing Regulations, Suumaya Retail Limited ("SRL") and Suumaya Agro Limited ("SAL") are unlisted material subsidiaries of the Company in terms of Regulation 16(1)(c) of the Listing Regulations. The Secretarial Audit Report submitted by the Secretarial Auditors of SRL and SAL are also annexed as "Annexure 3A" and "Annexure 3B" to this Report.

### Cost Records and Cost Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 is not applicable for the business activities carried out by the company for the Financial Year 2022-23.

## COMPLIANCE OF SECRETARIAL STANDARDS

The Company is in compliance with all mandatory applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## RELATED PARTY TRANSACTIONS

During the financial year ended March 31, 2023, all related party transactions / contracts / arrangements that were entered into by the Company were in the ordinary course of business and at arm's length basis and were in compliance with the applicable provisions of the Act and the Listing Regulations. There have been no material significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or Senior Management Personnel which may be in conflict with the interests of the Company at large.

All related party transactions were placed before the Audit Committee for its approval and review on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseen and of a repetitive nature.

In view of aforesaid, details required to be provided in the prescribed Form AOC - 2 are not applicable to the Company. However, details of some related party transactions at arm's length basis are provided in Form AOC-2 annexed herewith as "Annexure 4". The Policy on Related Party Transactions as approved by the Board can be accessed on the Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/15.-Revised-Related-Party-Policy.pdf>.

The details of related party transactions that were entered during Financial Year 2022-23 are given in the notes to the Financial Statements as per Ind AS 24, which forms part of the Annual Report.

## VIGIL MECHANISM/WHISTLE BLOWER

The Company has adopted a Whistle Blower Policy as part of Vigil Mechanism to provide appropriate avenues to the Directors employees and third parties to bring to the attention of the management any issue which is perceived to be in violation of or in conflict with the Code of Conduct of the Company. Employees are encouraged to voice their concerns by way of whistle blowing and all the employees have been given access to the Ombudsman (Chairperson of Audit Committee).

During the year under review, the Company has not received any complaint through vigil mechanism and no personnel have been denied access to the Audit Committee. The Whistle Blower Policy is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2023/07/18.-Whistle-Blower-Policy.pdf>.

## RISK MANAGEMENT POLICY

With the objective to identify, evaluate, monitor, control, manage, minimize and mitigate identifiable business risks, the Board of Directors have formulated and implemented a Risk Management Policy. The Risk Management committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses are systematically addressed through mitigation actions on a continual basis.

The purpose of risk management is to achieve sustainable business growth, protect the Company's assets, safeguard shareholders investments, ensure compliance with applicable laws and regulations and avoid major surprises of risks. The Policy is intended to ensure that an effective risk management framework is established and implemented within the Company. The Risk Management Policy is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2023/07/16.-Risk-Management-Policy.pdf>.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility ("CSR") Policy of the Company and initiatives undertaken by the Company on CSR activities during the year are set out in "Annexure 5" of this Report in the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company's CSR Policy is available on our Company's website and can be accessed at <https://Suumaya.com/wp-content/uploads/2023/07/4.-Corporate-Social-Responsibility-Revised-12.02.2021.pdf>.

## TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees or Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of notes to the Financial Statements.

## PARTICULARS OF EMPLOYEES

In accordance with the requirements of Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended regarding employees is given in



“Annexure 6” and forms an integral part of this Report.

## PARTICULARS OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EARNINGS AND OUTGO

The Company consciously makes all efforts to conserve energy across all its operations. Further the Company works on continuous technological absorption enhancement and time to time adoption and implementation of the same. A detailed report on energy conservation and technology absorption in accordance with the provisions of Section 134(3) (m) of the Companies Act 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 is annexed and marked as “Annexure 7” to this Report and the details of foreign earnings and outgo are as follows:

### Foreign exchange earnings and Outgo

There are no Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company, subsequent to close of financial year 2022-23 till the date of this Report.

## SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

During the year, there was no other significant / material order passed by any regulator, court or tribunal on your Company impacting the going concern status and Company's operations in future except as mentioned:

On May 31, 2023, an adjudication order was passed by SEBI and a penalty of Rs. 1,00,000/- was levied on the Company due to delay in filing of disclosure pursuant to Regulation 30 (2), Regulation 30 (6) and

clause A6 of part A of schedule III of SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## PROCEEDINGS UNDER INSOLVENCY & BANKRUPTCY CODE, 2016.

There are no proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

## DETAILS OF DIFFERENCE BETWEEN THE VALUATION AT THE TIME OF AVAILING LOAN FROM THE BANKS AND FINANCIAL INSTITUTIONS AND DIFFERENCE BETWEEN THE VALUATION AMOUNT ON ONE TIME SETTLEMENT

During the year under review, there were no instances of one-time settlement with any Bank or Financial Institution.

## ENVIRONMENT AND SAFETY

The environmental cleanliness and safety are a key focus area. The Company aims to grow its business while minimizing the adverse impact of expansion on the environment. The Company continually works with its vendors and suppliers to reduce the environmental impacts of sourcing. Further in alignment with Company's safety standards and training provided employees adhere to required norms and comply with relevant statutory provisions. The Company provides a safe and healthy workplace with an aim to achieve zero injuries to all its employees and all stakeholders associated with the Company's operations.

## DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Pursuant to the requirement of the Sexual Harassment of Women at Workplace (Prevention Prohibition & Redressal) Act 2013 and Rules made there under the Company has an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at workplace. To build awareness in this area the Company has been conducting induction/refresher programs through external consultants and its in-house training team in the organization on a continuous basis.

There is no case filed during the Financial Year under the said Act hence the company has no details to offer.

Date: August 11, 2023

Place: Mumbai

### Registered Office:

Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon (East),  
Mumbai 400063, Maharashtra India.

Phone: +912269218000

Email: [sil.cs@suumaya.com](mailto:sil.cs@suumaya.com)

Website: [www.suumaya.com](http://www.suumaya.com)

## APPRECIATION AND ACKNOWLEDGEMENT

The Board of Directors wish to place on record its deep sense of appreciation for the committed services by all the employees of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation, and support. The Board of Directors would also like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government and regulatory authorities, stock exchanges, customers, vendors, members, etc. The Directors are deeply grateful to the shareholders for the confidence and faith that they have always reposed in the Company.

**By order of the Board of Directors**  
**Suumaya Industries Limited**  
**Sd/-**  
**Ushik Mahesh Gala**  
**Chairman and Managing Director**  
**DIN: 06995765**



Part “B”: Associates and Joint Venture:

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of Associate	White Organic Retail Limited (WORL)*
1. Latest audited Balance Sheet Date	31/03/2023
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	11600000 Equity Shares through Suumaya Retail Limited Wholly Owned Subsidiary of the Company
Amount of Investment in Associates/Joint Venture	Rs. 12,38,54,510.60/-
Extend of Holding%	35.45%
3. Description of how there is significant influence	Associate of Wholly Owned Subsidiary Suumaya Retail Limited
4. Reason why the associate/joint venture is not consolidated	WORL financials consolidated with Suumaya Retail Limited and Suumaya Retail Limited financials consolidated with the Company. Hence Indirectly its been consolidated.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	Rs. 39,41,08,597.10/-
6. Profit/Loss for the year	
i. Considered in Consolidation	Rs. (37,26,84,812) /-
ii. Not Considered in Consolidation	Nil

\*Converted from Subsidiary of Wholly Owned Subsidiary Suumaya Retail Limited to Associate.

For and on behalf of the Board of Directors  
Suumaya Industries Limited

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

Date: August 11, 2023

Place: Mumbai

ANNEXURE 1  
Form AOC-1

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint Ventures:

Part “A”: Subsidiaries:

(Rs. in millions)													
Sr. no.	Name of the Subsidiaries	Suumaya Agro Limited	Suumaya Protective Texcorp Limited	Suumaya Retail Limited	Suumaya Agro Warehousing Limited	Suumaya Trans Logistics Limited <sup>(a)</sup>	Suumaya Foundation	Suumaya Industries Pte. Limited (amt in SG \$)	Suumaya Infotech Private Limited	Suumaya Consumer Beverages Limited	Suumaya Capital Limited <sup>(b)</sup>	Suumaya Innovations Limited <sup>(c)</sup>	
1	The date since when subsidiary was acquired	September 6, 2020	September 29, 2020	October 23, 2020 <sup>(i)</sup>	May 18, 2021	May 29, 2021	June 19, 2021	July 03, 2021	July 14, 2021	August 02, 2021	August 05, 2021	November 17, 2021	
2	Reporting Currency	INR	INR	INR	INR	INR	INR	SGD	INR	INR	INR	INR	INR
3	Exchange Rate on the last day of the financial year in the case of foreign subsidiaries	NA	NA	NA	NA	NA	NA		NA	NA	NA	NA	NA
4	Share Capital	10.00	50.00	10.00	2.50	5.00	1.50	25000.00	2.50	10.00	27.00	0.10	
5	Reserves & Surplus	1904.30	(126.27)	1.46	(0.13)	0.80	(0.09)	6818.92	(0.08)	(0.03)	(0.38)	(0.09)	
6	Total Assets	20173.70	105.90	504.39	2.51	25.02	1.44	6818.92	2.45	9.99	257.35	0.06	
7	Total Other Liabilities	11846.01	0.03	9.34	0.03	0.00	0.03		0.03	0.03	0.03	0.05	
8	Investments (excluding Investments made in subsidiaries)	-	-	-	-	-	-	-	-	-	-	-	
9	Turnover	3911.82	155.48	125.87	-	53.98	2.63	Nil	Nil	Nil	Nil	Nil	
10	Profit/(Loss) before tax	(3127.47)	(246.07)	164.39	(0.03)	0.75	0.26	(18181.08)	(0.03)	(0.03)	(0.06)	(0.07)	
11	Provision for tax	-	-	-	-	-	-	-	-	-	-	-	
12	Profit/(Loss) after tax	(3127.47)	(246.07)	164.39	(0.03)	0.75	0.26	(18181.08)	(0.03)	(0.03)	(0.06)	(0.07)	
13	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	
14	% of shareholding	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	70%	

- Notes:
- Includes 31,000,000 Zero Coupon Compulsory Convertible Debentures having face value of Rs.10/- each allotted to Suumaya Industries Limited on Right Basis.
  - Ceased to be Wholly Owned Subsidiary w.e.f. May 31, 2023
  - Fund infusion is under process.



## ANNEXURE 2

### Dividend Distribution Policy

The Board of Directors (the “Board”) of Suumaya Industries Limited (Formerly known as Suumaya Lifestyle Limited) (the “Company”) at its meeting held on April 17, 2020 has adopted this Dividend Distribution Policy (the “Policy”) as required by Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

#### OBJECTIVE

The objective of this Policy is to establish the parameters to be considered by the Board of Directors of the Company before declaring or recommending dividend.

#### CIRCUMSTANCES UNDER WHICH THE SHAREHOLDERS MAY OR MAY NOT EXPECT DIVIDEND

The Board of Directors of the Company, while declaring or recommending dividend shall ensure compliance with statutory requirements under applicable laws including the provisions of the Companies Act, 2013 and Listing Regulations. The Board of Directors, while determining the dividend to be declared or recommended shall take into consideration the advice of the executive management of the Company and the planned and further investments for growth apart from other parameters set out in this Policy.

The Board of Directors of the Company may not declare or recommend dividend for a particular period if it is of the view that it would be prudent to conserve capital for the then ongoing or planned business expansion or other factors which may be considered by the Board.

#### PARAMETERS TO BE CONSIDERED BEFORE RECOMMENDING DIVIDEND

The Board of Directors of the Company shall consider the following financial / internal parameters while declaring or recommending dividend to shareholders:

- Profits earned during the financial year
- Cashflow Position of the Company
- Retained Earnings
- Earnings outlook for next three to five years
- Expected future capital / liquidity requirements
- Any other relevant factors and material events

The Board of Directors of the Company shall consider the following external parameters while declaring or recommending dividend to shareholders:

- Macro- economic environment
- Market conditions and consumer trends
- Changes in regulatory requirements including taxation and tax on dividend
- Industry Outlook
- Inflation Rate
- Shareholder expectations

#### UTILISATION OF RETAINED EARNINGS

The retained earnings of the Company may be used in any of the following ways:

- i. Capital expenditure for working capital,
- ii. Organic and/ or inorganic growth,
- iii. Investment in new business(es) and/or additional investment in existing business(es),
- iv. Declaration of dividend,
- v. Capitalisation of shares,

- vi. Buy back of shares,
- vii. General corporate purposes, including contingencies,
- viii. Correcting the capital structure,
- ix. Any other permitted usage as per the Companies Act, 2013.

#### PARAMETERS THAT SHALL BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The Company has issued only one class of shares viz. equity shares. Parameters for dividend payments in respect of any other class of shares will be as per the respective terms of issue and in accordance with the applicable regulations and will be determined, if and when the Company decides to issue other classes of shares.

#### \*WAIVER / FORGO OF RIGHT TO RECEIVE DIVIDEND:

1. The registered shareholders of the Company can waive/forgo their right to dividend entitlement whether completely or partially on all shares or specified number of shares, whether permanently or for a specific term or for specific dividend entitlement by communicating in writing to the Company in the form prescribed by the Company.
2. Dividend waivers may be exercised by the shareholders in order to be remunerated via large dividends in successive years or the waived dividends can be utilized in day-to-day affairs of the company for the ultimate benefit of the shareholders.
3. In case of joint holders holding the Equity Shares of the Company, all the joint holders are required to intimate to the Company in the prescribed form, their decision of waiving/forgoing their right to receive the dividend from the Company for terminating the waiver exercised earlier.
4. The Shareholder, who wishes to waive/forgo the right to receive the dividend for any year shall send his irrevocable instruction waiving/forgoing dividend so as to reach the Company before the date fixed for the payment of such dividend. Under no circumstances, any instruction received for waiver/forgoing of the right to receive the dividend for any year after the Date fixed for the payment of such dividend for that year shall be given effect to.
5. The instruction once given by a Shareholder intimating his waiver/forgoing of the right to receive the dividend for any year for interim, final or both shall be irrevocable and cannot be withdrawn for that particular year for such waived/forgone the right to receive the dividend. But in case, the relevant Shares are sold by the same Shareholder before the Record Date/Book Closure Date fixed for the payment of such dividend, the instruction once exercised by such earlier Shareholder intimating his waiver/forgoing the right to receive dividend will be invalid for the next succeeding Shareholder(s) unless such next succeeding Shareholder(s) intimates separately in the prescribed form, about his waiving/forgoing of the right to receive the dividend for the particular year.
6. The instruction by a Shareholder to the Company for waiving/ forgoing the right to receive dividend for any year is purely voluntary on the part of the Shareholder. There is no interference with a Shareholder's Right to receive the dividend, if he does not wish to waive/forgo his right to receive the dividend. No action is required on the part of Shareholder who wishes to receive dividends as usual. Such Shareholder will automatically receive dividend as and when declared.
7. The Shareholder who wish to waive/forgo their right to receive the dividend for any year can inform the Company in the prescribed form only after the beginning of the relevant financial year for which the right to receive the dividend is being waived/forgone by him.
8. The Company would be required to take necessary action for processing the dividend waiver requests by intimating to the Registrar and Transfer Agents (RTA) and remitting the waived amount from the Dividend account maintained with the Bank into Company's Account.

9. The decision of the Board of Directors of the Company or such person(s) as may be authorised by Board of Directors of the Company shall be final and binding on the concerned Shareholders on issues arising out of the interpretation and/or implementation of these Rules.

*\*inserted vide circular resolution passed on November 20, 2020 by Board of Director of the Company*

**MODIFICATION OF THE POLICY**

The Board is authorised to change/amend this policy from time to time at its sole discretion and/or in pursuance of any amendments made in the Companies Act, 2013, the Regulations, etc.

**For and on behalf of the Board of Directors  
Suumaya Industries Limited**

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

**Date: August 11, 2023**

**Place: Mumbai**

**ANNEXURE 3**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Suumaya Industries Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suumaya Industries Limited** (formerly “**Suumaya Lifestyle Limited**”) (hereinafter called “**the Company**”) for the financial year ended March 31, 2023 [“**period under review**”]. The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period under review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place except to the extent reported in the latter part of the report.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of applicable law provided hereunder:

1. The Companies Act, 2013 (‘**the Act**’) and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 (‘**SCRA**’) and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘**SEBI Act**’), to the extent applicable:
  - a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**Listing Regulations**’);
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (‘**ICDR Regulations**’);
  - e. Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018; and
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client.

6. Specific laws applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say: No specific law is applicable to the Company.

We have also examined compliance with the applicable clauses of the Secretarial Standard 1 and 2 issued by the



Institute of Company Secretaries of India.

We report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above *except for certain matters of emphasis as discussed hereunder*:

**1. CSR Expenditure for FY 2021-22:**

The Company had a prescribed CSR obligation of Rs. 2.88 crore for Financial Year ('FY') 2021-22, out of which an amount of Rs. 15.63 lakh had been set off from the excess spending of FY 2020-21 resulting in total CSR obligation of Rs. 2.72 crore for FY 2021-22 and Rs. 20 lakh had been spent in the said financial year. The remaining amount of Rs. 2.525 crore that remained unspent was to be transferred to the Fund specified in Schedule VII of the Act within 6 months from the end of the financial year i.e., on or before September 30, 2022. However, the CSR Committee and the Board, in the meeting held on March 17, 2022 revised the Annual Action Plan ('AAP') and decided to spend it for ongoing projects to be carried out in collaboration with Suumaya Agro Limited and Suumaya Corporation Limited, Companies forming a part of Suumaya Group, for the FY 2021-22 and onwards but upto next three financial years in the area of health care and medical support. The Company has reported likewise in the annual report on CSR annexed to the Board's report for FY 21-22. In our view, these amounts were to be transferred to the Fund specified in Schedule VII on or before September 30, 2022. Further, even after allocating the same for ongoing projects, the Company did not transfer to the special bank account by April 30, 2022 and is pending as on date. Accordingly, the Company has contravened provisions of Section 135 of the Act.

**2. CSR Expenditure for FY 2022-23:**

The Company had CSR obligation of Rs. 6.93 crore out of which Rs. 6.81 crore during the period under review which was not spent by the Company. Further, the entire amount relating to the ongoing projects was not transferred to the unspent CSR account by April 30, 2023. Accordingly, the Company has contravened the provisions of Section 135 of the Act.

**3. Loans/ advance extended in violation of Section 185:**

As per the statutory auditor's report dated May 30, 2022, the Company did not comply with section 185 of the Companies Act, 2013 in respect of loans and advances given to related parties where the directors/ relatives of directors are interested as the Company has not obtained special resolution in regards to the same to the tune of INR 21.15 crores as on March 31, 2022. There was no instance of any shareholders' approval sought in this regard during the period under review. As confirmed by the Company, there is no outstanding as on the date of this report.

**4. Fine levied by NSE:**

During the period under review, NSE levied fine on the Company as under:

- Fine of Rs. 1,60,000 for a delay of 8 days in implementation of bonus issue from the timeline of 2 months from the board approval prescribed under Reg. 295 (1) of ICDR Regulations and the same was paid on April 27, 2022.
- Fine of Rs. 2000 for delay of 1 day in the timeline of 21 days prescribed under Reg. 31 (1) (b) of Listing Regulations, in filing the shareholding pattern for the quarter ended June 30, 2022 and the same was paid on August 22, 2022.
- Fine of Rs. 10,000 for a delay of 2 days in disclosure of correct financial results for the quarter and year ended March 31, 2022 and the same was paid on September 20, 2022.

**5. Related Party Transactions ('RPTs'):**

During the period under review, following deviations were observed in relation to RPTs:

- The omnibus approval for FY 2022-23 was obtained on May 30, 2022. However, the fact that RPTs undertaken by the Company during the period from April 1, 2022 till May 30, 2022 were ratified by the Audit Committee was not expressly stated in the minutes. We have recommended to ensure the same in future noting.
- For the purpose of obtaining omnibus approval for RPTs to be undertaken during FY 2022-23, the information as prescribed under para 4 of the SEBI circular dated November 22, 2021 was not placed before the Audit Committee. We have recommended to ensure the same in future.
- The omnibus approval granted by the Audit Committee and Board for the RPTs to be undertaken during

the period under review covers following details and we have recommended to make it more detailed and specific for approvals obtained for future RPTs in line with Rule 6A of Companies (Meetings of the Board and its Powers) Rules, 2015 and Reg. 23 (3) of Listing Regulations:

- Nature of transactions: Sale/ purchase/ lease and other transactions mentioned under the Act.
  - Material terms of contracts: as per the contracting conditions.
  - Manner of determining the pricing and other commercial terms: As per standard Market practices or at Arm's length basis.
  - Unforeseen transactions: Residual approval of upto Rs. 1000 crore has been obtained.
- In the half yearly disclosures of RPTs submitted in terms of Reg. 23 (9) of Listing Regulations for half year ended September, 2022 and March, 2023 the details of RPTs undertaken by the subsidiaries with its own RPs or with the RPs of the Company have not been disclosed. Certain transactions of transfer of undertakings to the subsidiaries, further investment in subsidiaries, etc. have not been disclosed. We have recommended to ensure the same in future filings.
  - In relation to the list of Related Parties ('RPs'), we have relied upon the list provided by the listed entity and not verified the same factually. We have been provided with a list of RPs covering details of directors of the Company and its subsidiaries, relatives of such directors, private company in which director is a director or member, promoter and promoter group, public companies in which director or manager is a director and holds along with his relatives more than 2% of its paid-up share capital, firm in which director or manager or his relative is a partner. We have recommended to maintain a master list covering clause wise RP list as per the Listing Regulations *inter-alia* covering list of RPs as per IND-AS 24 and Companies Act, 2013.

**6. Resignation of Independent Directors ('IDs') due to pre-occupation and inability to devote enough time and attention:**

During the period under review, following IDs resigned citing the aforesaid reason:

- Ms. Shruti Chaudhary (DIN: 02880771) appointed with effect from March 31, 2021 and resigned with effect from 24 June 2022;
- Dr. Narendra Mairpady (DIN: 00536905), appointed with effect from August 13, 2021 and resigned with effect from September 13, 2022;
- Dr. Sujata Singhi (DIN 09727646) appointed with effect from September 6, 2022 and resigned with effect from January 14, 2023;
- Mr. Ashutosh Chandra (DIN 07687682) appointed with effect from March 1, 2023 and resigned with effect from April 29, 2023.

**7. Arrest/ resignation of Key Managerial Personnel ('KMPs') of the Company:**

During the period under review, Mr. Ushik Gala was taken for questioning by the Economic Offence Wing on February 25, 2022, for questioning related to FIR filed by Capalpha Trade Pvt Ltd. on February 12, 2022. Mr. Ushik Gala was further granted bail by the Additional Chief Metropolitan Magistrate on March 14, 2022, based on the undertaking executed by Mr. Gala and consented to by the complainant. A quashing application to quash the FIR has been filed vide application no. WP/1109/2022 on behalf of Mr. Ushik Gala in the Hon'ble High Court of Judicature at Bombay.

Further, Ms. Dhvani Dattani, Company's CFO, was taken for questioning by EOW on June 15, 2022 and further sent to judicial custody on June 28, 2022 in relation to FIR filed by Capalpha Trade Pvt Ltd. The matter is sub-judice. She was granted bail by the Hon'ble Additional Sessions Judge, City Civil and Sessions Court, Mumbai, on November 21, 2022. The CFO resigned with effect from April 30, 2023 to pursue further growth opportunities.

SEBI issued a Show Cause Notice on April 19, 2023 to the Company for delay in disclosure of arrest of KMPs of 63 and 30 days in case of arrest of Mr. Ushik Gala and Ms. Dhvani Dattani respectively. SEBI vide order dated May 31, 2023 imposed a penalty of Rs. 1 lakh plus taxes on the Company.

Further, the Company Secretaries of the Company viz. Mr. Sunil Sharma and Ms. Kirtika Chauhan resigned during the period under review due to health issues and relocation respectively.

**8. Substantial drop in revenue from operations and profits of the Company:**

- As per the financial results filed with the stock exchange for the period under review, the revenue from operations of the Company has dropped from 155.43 crore to 22.46 crore. The Company has incurred a loss

of Rs. 154.77 crores for the year ended March 31, 2023. At a consolidated level, there has been drop in total revenue from Rs. 12,822.59 crore to Rs. 757.41 crore and the profit after tax dropped from Rs. 872.56 crore to loss of Rs. 470.32 crore.

- b. There has been substantial delay in payment of statutory dues. The Company has not yet paid the statutory dues as on March 31, 2023 to the tune of Rs. 289 crores with an ageing of 0-24 months consisting of Self-Assessment Income Tax dues-in relation to FY 20-21 and FY 21-22, Professional Fees, ESIC dues, Professional Tax, Tax Deducted at Source and Tax Credited at Source.
- c. As observed from the financial statements, the Company has recorded 'other asset' amounting to Rs. 878.13 crore under other current assets without adequate details. The said amount is towards the Business Transfer Agreement to transfer its Agro Division/ Segment to Suumaya Agro, pending allotment of shares. The expenses consist of a miscellaneous expense of Rs. 36.97 crore.
- d. As per the statutory auditor's report, the Company had an outstanding liability towards working capital facility taken from NBFC and Promoter had offered to pledge the shares owned by him as a security against the Outstanding Loan. The pledge was invoked by the NBFC during the previous period, thereby the outstanding working capital balance was further classified as payable to the promoter on account of the invoke of pledge on their security. As per the explanation given by the Company, certain secured loans were disputed and hence, there was delay in payments, however, no defaults were made.
- e. In the Board Meeting held on February 04, 2023, the Company has proposed an internal restructuring scheme for the revival and growth of current operations and new business segments respectively. Under this Scheme, the Company has proposed to increase the authorized share capital from Rs. 75 crores to Rs. 125 crores thereby approved by the Shareholders on April 17, 2023 through e-voting by Postal Ballot. Further, the Company has received commitments from the Promoter Group to provide Inter Corporate Deposits/ Loans to the tune of Rs. 200 crores as a personal guarantee for the outstanding statutory dues.

#### 9. Filing of Form IEPF-2 with MCA:

Form IEPF-2 is required to be filed within 60 days after holding the Annual General Meeting. As confirmed by the Company, it was unable to file Form IEPF-2 during the period under review due of loss of data by the Bank with whom the unclaimed and unpaid dividend accounts were maintained. We are unable to comment on the same.

#### 10. Borrowings from shareholders:

During the period under review, the Company has obtained borrowings from shareholders (who are not directors) viz. Ishita Gala (Rs. 0.21 crore), Meena Gala (Rs. 0.05 crore) and from members of promoter group viz. Mahesh Gala (Rs. 0.25). During FY 21-22 the borrowings were also obtained from Shree Malad K.V.O Jain Samaj Foundation, member of promoter group. Accordingly, the Company has accepted deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended), however, they have not been treated as deposits by the Company. The closing balance as on March 31, 2023 were shown for borrowings from Ishita Gala (Rs. 0.19 crore), Meena Gala (Rs. 0.10 crore), Mahesh Gala (Rs. 0.15) and Shree Malad K.V.O Jain Samaj Foundation (Rs. 0.77 crore)

#### We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review, were carried out in compliance with the provisions of the Act and other applicable laws.

Adequate notice is given to all directors to hold the Board and Committee meetings, agenda and detailed notes on agenda were sent at least seven days in advance except in case of meetings convened at a shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in the Board and/or Committee meetings.

**We further report that the systems and processes in the Company are not adequate and commensurate** with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the period under review, the Company has not undertaken any specific events/ actions that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

#### 1. Acquisition of balance 36% stake in Suumaya Trends Private Limited ("STPL"), Subsidiary of the Company and disinvestment thereafter:

During the period under review the Company acquired 36% in STPL at face value and consequently, STPL became its wholly owned subsidiary w.e.f. October 27, 2022. Further, the Board in its meeting held on March 11, 2023 approved divestment of 100% stake in STPL to certain members of promoter group. The disinvestment was completed on March 31, 2023 by transferring at face value and STPL ceased to be a subsidiary of the Company effective the said date.

#### 2. Conversion of warrants:

The Executive Committee, at their meeting held on March 31, 2022 allotted 24,99,655 equity shares of Rs. 10 each pursuant to exercise of conversion option by the warrant holders for equivalent number of convertible warrants. Consequently, the Company's paid-up share capital stands increased to Rs. 30,56,76,550 comprising of 3,05,67,655 equity shares of face value of Rs. 10 each. The warrant holders had availed financing/ loan facility from an NBFC for payment of consideration of equity shares as declared and received in cash by the Company on behalf of the warrant holders from the NBFC. The Company had filed an application with SEBI on June 10, 2022 seeking exemption from strict compliance with Reg. 169 (4) and Reg. 295 (1) of ICDR Regulations. In response to the application, SEBI vide letter dated November 10, 2022 directed NSE to consider the same and consider listing of said shares issued pursuant to conversion of warrants. SEBI, while approving the same, warned to avoid recurrence of such lapses and advised the listed entity to place the letter before the Board for necessary action including considering it for the performance appraisal of the concerned individual responsible for such non-compliance/ deficiency. NSE accorded in-principle approval for listing on November 14, 2022.

#### 3. Issue of Bonus Shares:

The Company passed a special resolution through postal ballot on March 26, 2022 to issue bonus shares of Rs. 10 each in the proportion of 1:1 i.e., 1 equity share for every 1 existing equity share held by the members, credited as fully paid-up shares to the holders of the existing equity shares of the Company. The Executive Committee allotted bonus shares on April 15, 2022 to the members whose name appeared in the register of members/ list of beneficial owners as on April 01, 2022 being the record date fixed for this purpose. Consequently, the Company's paid-up share capital stands increased to Rs. 61,13,53,100 comprising of 6,11,35,310 equity shares of face value of Rs. 10 each. The Company had received listing and trading approval only to the 1,63,70,500 Bonus shares issued and allotted to Public Shareholders only on April 28, 2022. The Company made an application to SEBI dated June 10, 2022 under Reg. 300 of ICDR Regulations and SEBI granted a relaxation on November 10, 2022. The Company received in-principle approval for listing on 1,41,97,155 Bonus Shares issued to the Promoters on November 30, 2022.

#### 4. Cancellation of Convertible Warrants and reserved Bonus Shares:

The Company had allotted 98,00,000 Convertible Warrants at an issue price of Rs.75/- per Convertible Warrants ("Warrants"), on Preferential basis, to Ms. Ishita Gala and Mr. Ushik Gala, persons belonging to Promoter and Promoter Group Category ("Warrant holders") during FY 2020-21. In accordance with Chapter V of ICDR



Regulations, the Warrant holders are entitled to exercise the right attached to the said Warrants and subscribe to one Equity Share each against each Warrant, within a period of 18 months from the date of allotment of such warrants, i.e., on or before July 06, 2022. 65,59,655 Warrants had been converted during FY 21-22 and allotment of Equity Shares in lieu of Warrants was made. The remaining 32,40,345 Warrants stand cancelled/lapsed and the consideration of Rs.6,07,56,469/- being 25% of consideration amount as per ICDR Regulations, received from the Warrant holders towards allotment of said Warrants, was forfeited by the Company in accordance with the terms of the said Warrants and as per the provisions of ICDR Regulations.

Therefore, by virtue of above cancellation/lapse of 32,40,345 Convertible Warrants, the equivalent number of Bonus Share issued to and as reserved for allotment to the Warrants holders also stood automatically cancelled.

#### 5. Assignment of receivables and payables:

During the period under review, as per the details provided in statutory auditor's report, the Board at its meeting held on May 25, 2022 approved assignment of trade receivables amounting to INR 7,251.39 crores and trade payables amounting to INR 5,632.79 crore (Net receivables of Rs. 1618.59 Crores), on a standalone basis as on March 31, 2022 to an NBFC viz. Goyal Achal Sampatti Vikas and Niyojan Nigam Limited. Minutes of the Board meeting dated May 25, 2022 do not provide for the breakup of the amounts. As per the agreement, the NBFC was to collect the outstanding receivable from the assigned debtors and pay to the creditors the outstanding due by the Company and pay the net amount to the Company. The NBFC was to charge 0.5% of the net of debtors and creditors and that the assignment was without recourse to the Company. As on March 31, 2023 an amount of Rs. 191.22 crores is being shown under 'other financial assets' as assignment with NBFC. Further, the Company has made a provision for doubtful debt of Rs. 58.51 crore.

#### 6. Alteration in the Objects Clause of Memorandum of Association ('MOA') of the Company:

The Company obtained approval of the shareholders at the annual general meeting held on September 30, 2022 through special resolution for insertion of clause 5 relating to movement/ shipment of scrap within and outside India, in the main objects of the Memorandum of Association. The Registrar of Companies, Mumbai approved the alteration vide Section 13 (1) and furnished certificate registering the alteration of object clause on October 27, 2022.

Further, the Company obtained approval of the shareholders by way of special resolution through postal ballot on April 17, 2023 for insertion of clauses 6 to 13 in the main objects of the Memorandum of Association in order to expand the business operations by undertaking activities in new sectors. The approval of the Registrar of Companies, Mumbai for the the alteration in terms of Section 13 (1) is pending.

#### 7. Transfer of brand business to Suumaya Retail Limited ('SRL') as a going concern on a slump sale basis, through Business Transfer Agreement ('BTA'):

During the period under review, the Company transferred its brand business of manufacturing of ethnic women wear, including but not limited to employees, contracts, business assets, liabilities, stock (the Undertaking), to SRL, its wholly owned subsidiary, on as is where is basis, under slump sale for a lump sum consideration of Rs. 2.07 crore. The approval of the Board was obtained on May 17, 2022 and the effective date was April 1, 2022.

#### 8. Increase in the Authorised Share Capital of the Company and consequential amendment to the MOA of the Company:

The Company passed a special resolution through postal ballot on April 17, 2023, to increase its Authorised Share Capital from Rs. 75,00,00,000 divided into 7,50,00,000 (Seven crore and Fifty lakh) equity shares of Rs. 10 each to Rs.125,00,00,000/- divided into 12,50,00,000 Equity shares of Rs. 10/- each by creating an additional 500,000,000 Equity Shares of Rs. 10/- each ranking pari passu in all respects with the existing equity shares of the Company and accordingly altered the Capital Clause of Memorandum of Association of the Company.

#### 9. Preferential issue of equity shares:

During the period under review, the Board had approved the preferential issue of upto 2,06,00,000 equity shares for cash to Anubhav Batra, Sanjay Doshi, Devang Shah, Nextpact Limited and AG Dynamic Funds Ltd. and upto 48,50,000 equity shares by conversion of Unsecured Loan in the meeting held on February 4, 2023 to M/s. Bhavna Auto Pureinfra Private Limited. The Company had availed an Intercompany Deposit of Rs. 5.20 crore from Bhavna Auto Pureinfra Private Limited in tranches.

Approval of shareholders in terms of Section 42, 62 (1) (c) was obtained by way of a special resolution on April 17, 2023 only for preferential issue of up to 16,25,000 fully paid-up equity shares of the Company, having face value of Rs.10/- each at a premium of Rs. 22/- each to M/s. Bhavna Auto Pureinfra Private Limited by conversion of existing outstanding loan to the extent of Rs. 5,20,00,000/- which was extended by the Proposed allottee to the Company for supporting the day to-day operations and to meet immediate working capital needs.

The Board of Directors of the Company approved the allotment of 16,25,000 equity shares of Rs. 10 of the Company, at a price of Rs. 32 per share (including share premium of Rs. 22), on preferential basis, to M/s. Bhavna Auto Pureinfra Private Limited, persons of non-promoter category, vide resolution passed by circulation on April 29, 2023. In-principle approval for listing was granted by NSE on April 5, 2023 and the trading approval was granted on June 30, 2023.

#### 10. Internal and Corporate Restructuring involving subsidiaries:

During the period under review, the Board at the meeting held on February 4, 2023 and March 11, 2023 approved striking off following subsidiaries of the Company registered under Act under the provisions of Section 248 of the Act due to no business/ operational activities and formed an Internal Committee of Directors for Corporate Restructuring:

Name of the subsidiary	Date of incorporation	% of shareholding
Suumaya Agro Warehousing Limited (Step-down subsidiary)	May 15, 2021	100%
Suumaya Capital Limited	August 05, 2021	100%
Suumaya Protective Texcorp Limited	September 29, 2020	100%
Suumaya Consumer Beverages Limited (Step-down subsidiary)	August 02, 2021	100%
Suumaya Innovations Limited	November 17, 2021	70%

#### 11. Transfer of agro business:

The Board in its meeting held on March 11, 2023 approved transfer of Agro Business as a going concern as on February 28, 2023 on a slump sale basis to Suumaya Agro Limited, a wholly owned subsidiary of the Company, for a lumpsum cash consideration of Rs. 875 crores subject to the approval of the shareholders, and other statutory and regulatory approvals, if any. Approval of shareholders in terms of Section 180 (1) (a) was obtained by way of a special resolution on April 17, 2023. The consideration was to be paid by issuance of equity shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act. As informed by the Company, the shares have been allotted to the Company on August 10, 2023.

#### 12. Dilution of stake in White Organic Retail Limited ('WORLD'):

During FY 2021-22, pursuant to acquisition of stake from White Organic Agro Limited and an Open Offer by the wholly-owned subsidiary of the Company viz. Suumaya Retail Limited ('SRL'), the Company acquired a controlling stake of 55.01% in WORLD. Consequently, WORLD and White Organic Snacks Limited ('WOSL'), wholly owned subsidiary of WORLD, became step-down subsidiaries of the Company w.e.f. February 16, 2022.

During the period under review, SRL partially disposed stake in WORL by way of off-market sale and reduced the stake to 36.67%. Consequently, WORL and WOSL ceased to be a subsidiary of the Company. However, no intimation in this regard was made to the stock exchange under Regulation 30 of the Listing Regulations.

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

**Sd/-**  
**Vinod Kothari**  
**Managing Partner**  
**Membership No.: F10564**  
**CP No.: 1391**  
**UDIN: F010564E000785008**  
**Peer Review Certificate No.:781/2020**

**Place: Kolkata**  
**Date: August 11, 2023**

This report is to be read with our letter of even date which is annexed as **Annexure ‘I’** and forms an integral part of this report.

**Annexure I**  
**ANNEXURE TO SECRETARIAL AUDIT REPORT (QUALIFIED)**

To,  
The Members,  
Suumaya Industries Limited

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit. The list of documents for the purpose, as seen by us, is listed in **Annexure II**;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. Our Audit examination is restricted only upto legal compliances of the applicable laws to be done by the Company, we have not checked the practical aspects relating to the same.
4. Wherever our Audit has required our examination of books and records maintained by the Company, we have also relied upon electronic versions of such books and records, as provided to us through online communication. Considering the effectiveness of information technology tools in the audit processes, we have conducted online verification and examination of records, as facilitated by the Company, for the purpose of issuing this Report. In doing so, we have followed the guidance as issued by the Institute.
5. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company as well as correctness of the values and figures reported in various disclosures and returns as required to be submitted by the Company under the specified laws, though we have relied to a certain extent on the information furnished in such returns.
6. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulation and happening of events etc.
7. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test-check basis.
8. Due to the inherent limitations of an audit including internal, financial, and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with audit practices.
9. The contents of this Report have to be read in conjunction with and not in isolation of the observations, if any, in the report(s) furnished/to be furnished by any other auditor(s)/agencies/authorities with respect to the Company.
10. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



**Annexure II**  
**List of Documents**

1. Final draft of signed minutes for the meetings of the following held during the period under review:
  - a. Board of Directors dated May 17, 2022, May 25, 2022, May 30, 2022, August 12, 2022, October 14, 2022, November 14, 2022, December 2, 2022, February 4, 2023 and March 11, 2023;
  - b. Audit Committee dated May 30, 2022, August 12, 2022, November 14, 2022, February 4, 2023 and March 11, 2023;
  - c. Nomination and Remuneration Committee dated October 14, 2022 and February 4, 2023;
  - d. Stakeholders Relationship Committee dated March 31, 2023;
  - e. Risk Management Committee dated July 23, 2022 and January 18, 2023;
  - f. Corporate Social Responsibility Committee dated August 11, 2022;
  - g. Independent Directors dated July 23, 2022, October 14, 2022 and February 3, 2023;
2. Proceedings of Annual General Meeting dated September 30, 2022, notice of postal ballots dated February 21, 2022 and March 11, 2023 and the voting results thereon;
3. Agenda papers for Board and Committee Meetings along with notice on a sample basis;
4. Annual Report for FY 2021-22 and the financial statements for March 31, 2023 along with the draft statutory auditors report for the period under review;
5. Directors' disclosures under the Act and rules made thereunder;
6. Statutory Registers under the Act on a sample basis;
7. Forms filed with ROC, intimations made to stock exchanges;
8. Policies/ Codes framed and disclosures under SEBI regulations;
9. Structured Digital Database maintained by the Company.

**ANNEXURE 3A**

**FORM NO. MR-3**  
**Secretarial Audit Report**

For the Financial Year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**SUUMAYA RETAIL LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suumaya Retail Limited** (hereinafter called 'the Company') for the financial year ended March 31, 2023 ('period under review').

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the period under review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable during the period under review)**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not applicable during the period under review)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Foreign Direct Investment and External Commercial Borrowings are not applicable to the Company during the Audit Period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the period under review)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable during the period under review)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the period under review)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable during the period under review)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not applicable during the period under review)**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable during the period under review)**

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not applicable during the period under review).**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in respect of matters specified below:

- Suumaya Retail Limited, Holding Company (“SRL”), was holding 55.01% holding shares in the White Organic Retail Limited (“WORL”), subsidiary company and on September 30, 2022, the Company disposed 18.34% holding in the subsidiary Company. Pursuant to Regulation 29(2) & 29(3) of SEBI (SAST) Regulation, 2011, the Company was required to intimate to the stock exchange and to the subsidiary Company i.e. (“WORL”) within two working days. However, the Company made the disclosures on October 21, 2022, there was a delay of 19 days in reporting.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, whichever is applicable.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company, as the case may be.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and

clarifications on the agenda items and obtaining shorter consents wherever necessary before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in the Board and/or Committee meetings. We further report that there are adequate systems and processes in the Company, which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period the Company had no specific event /action having a major bearing on the Company’s affairs in pursuance of the above referred laws, regulations, guidelines, standards etc:

For **Rinkesh Gala & Associates**  
**Practicing Company Secretaries**

Sd/-  
**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000789705**

Place: Mumbai  
Date: August 10, 2023



Annexure A

To,  
The Members,  
**SUUMAYA RETAIL LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Rinkesh Gala & Associates**  
**Practicing Company Secretaries**

Sd/-  
**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000789705**

Place: Mumbai  
Date: August 10, 2023

ANNEXURE 3B

**FORM NO. MR-3**  
**Secretarial Audit Report**

For the Financial Year ended March 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**SUUMAYA AGRO LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Suumaya Agro Limited** (hereinafter called ‘the Company’) for the financial year ended March 31, 2023 (‘period under review’).

The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the period under review, has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the period under review, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder; (Not applicable during the period under review)
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (Not applicable during the period under review)
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Foreign Direct Investment and External Commercial Borrowings are not applicable to the Company during the Audit Period)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) as amended from time to time: (Not applicable during the period under review)
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.(Not applicable during the period under review).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except in respect of matters specified below:

- The Company had CSR obligation of Rs. 5,78,70,875 (Rupees Five Crore Seventy Eight Lakhs Seventy Thousand Eight Hundred and Seventy Five only) and during the period under review which was not spent by the Company. Further, the entire amount relating to the ongoing projects was not transferred to the unspent CSR account by April 30, 2023. Accordingly, the Company has contravened the provisions of Section 135 of the Act.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors, whichever is applicable.

The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

All the decisions were carried out unanimously by the members of the Board and Committees and the same were duly recorded in the minutes of the meeting of the Board of Directors and Committees of the Company, as the case may be.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items and obtaining shorter consents wherever necessary before the meeting and for meaningful participation at the meeting.

All the decisions were unanimous and there was no instance of dissent in the Board and/or Committee meetings.

We further report that there are adequate systems and processes in the Company, which commensurate with the

size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period the Company had no specific event /action having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

For **Rinkesh Gala & Associates**  
**Practicing Company Secretaries**

**Sd/-**  
**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000789672**

Place: Mumbai  
Date: August 10, 2023



Annexure A

To,  
The Members,  
**SUUMAYA AGRO LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express as opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Rinkesh Gala & Associates**  
**Practicing Company Secretaries**

Sd/-  
**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000789672**

Place: Mumbai  
Date: August 10, 2023

ANNEXURE 4

**Form No. AOC-2**  
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm’s length transactions under third proviso thereto**

- 1. Details of contracts or arrangements or transactions not at arm’s length basis:** Not Applicable
- 2. There are no material related party transactions. However, details of Related Party Transaction during the year are given below:**

Date of approval by the Board, if any:

Even though the transactions are in the ordinary course of business and at arm’s length basis and approval of the Board is not applicable, the board of directors of the company approved the transaction at the meeting held on May 30, 2022.

Approval of the Audit Committee have been obtained pursuant to the requirements of erstwhile Listing Agreement/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, for an aggregate amount upto Rs. 1000 crores, or 10% of the Company’s annual consolidated turnover, for the financial year 2022-2023.

**A. Name of related party and relationship: Suumaya Corporation Limited**

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with Suumaya Corporation Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Purchase of goods	Ongoing	0.56
2	Sale of goods	Ongoing	6.12

**B. Name of related party and relationship: Suumaya Retail Limited**

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with Suumaya Retail Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Sale of goods	Ongoing	0.31

C. Name of related party and relationship: Suumaya Trans Logistics Limited

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with Suumaya Trans Logistics Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Sale of goods	Ongoing	3.52

D. Name of related party and relationship: Suumaya Agro Limited

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with Suumaya Agro Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Purchase of goods	Ongoing	27.00

E. Name of related party and relationship: Suumaya Protective Texcorp Limited

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with Suumaya Protective Texcorp Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Purchase of goods	Ongoing	12.68

F. Name of related party and relationship: White Organic Retail Limited

**Salient Terms:**  
Ongoing, repetitive, in ordinary course of business and on arm’s length basis.  
The summary of transactions entered during FY 2022-23 with White Organic Retail Limited is given below:

Sr. No.	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements/ transactions:	Amount of transactions (in Crs.) during FY 2022-23
1	Purchase of goods	Ongoing	0.41

For and on behalf of the Board of Directors  
Suumaya Industries Limited

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

Date: August 11, 2023

Place: Mumbai



## ANNEXURE 5

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

## 1. Brief outline on CSR Policy of the Company:

Suumaya Industries Limited (Formerly known as Suumaya Lifestyle Limited) (“Suumaya” or “the Company”) has been a strong believer of giving back to the Society it receives from. Corporate Social Responsibility (“CSR”) is also strongly connected with the principles of sustainability. Organization should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of Suumaya to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The key purpose of this Policy is to:

- Outline the development areas in which the Company shall get involved in.
- Define governance structure for CSR management within the Company.
- Serve as a guiding document aiding in identification, execution and monitoring the CSR projects.

## 2. Composition of CSR Committee:

Sr. no.	Name of the Member	Designation/Nature of directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ushik Mahesh Gala - Chairman	Chairman and Managing Director	01	01
2.	Mr. Sharad Jain - Member	Independent Director	01	01
3.	Mr. Sejal Doshi - Member	Non-Executive Director	01	01

## 3. The web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

<https://Suumaya.com/wp-content/uploads/2023/07/4.-Corporate-Social-Responsibility-Revised-12.02.2021.pdf>

## 4. The details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):

Not Applicable

## 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Nil

## 6. Average net profit of the company as per section 135(5): Rs.346,64,64,701.15/-

## 7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 6,93,29,294.02/-

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years. Nil

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): Rs. 6,93,29,294.02/-

## 8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 11,99,570.02/-	Rs. 6,81,29,724/-*	-	-	-	-

\* Amount is yet to be transferred

(b) Details of CSR amount spent against ongoing projects for the financial year: Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Rs. 2,52,50,278.13/-
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NA

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:

No capital asset was created / acquired for 2023 through CSR spend. Consequent to enactment of the CSR Amendment Rules, the Company has incorporated Section 8 Company as per Companies Act, 2013, in the name of “Suumaya Foundation” as wholly owned subsidiary of the Company, to carry out activities related to charitable purposes. The Company will start the activities upon obtaining the required approvals from regulatory authorities.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

The Board of the Company at its meeting held on August 12, 2022, has approved to fulfil its upsent CSR obligation of Rs.6,81,29,724/- for the FY2022-23 in an ongoing project which would be carried out in accordance with the provisions of CSR prescribed under the Companies Act, 2013 read with CSR Rules framed thereunder. The Company in collaboration with Suumaya Agro Limited and Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited), Companies forming a part of Suumaya Group, will directly and/or indirectly promote, improve and provide healthcare and medical services and facilities especially but not limited to the socially and economically marginalised people or groups. The Company may provide such facility directly or through tie-ups with existing hospitals and health care centres or health care programs.

For and on behalf of the Board of Directors  
Suumaya Industries Limited

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director  
Chairman - CSR Committee

Date: August 11, 2023  
Place: Mumbai

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sr. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency	
				State.	District			Name.	CSR registration number
1.	Organising blood donation camps and organising and supply of blood for needy patients on requisition basis.	(i)	Yes	Maharashtra	Mumbai	2,50,000	No	Shree Bidada Sarvodaya Trust	CSR00010010
2.	Running diagnostics centres or tie-ups with hospitals or existing diagnostic centre to provide health care and medical support in terms of finance, equipments including sponsoring 50% of the patients total medical treatment expenses, as and when required.	(i)	Yes	Maharashtra	Mumbai	9,49,570.02	No	Suumaya Foundation	CSR00037996

- (d) Amount spent in Administrative Overheads: NIL
- (e) Amount spent on Impact Assessment, if applicable: NIL
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 11,99,570.02/-
- (g) Excess amount for set off, if any: NIL



ANNEXURE 6

Details of Remuneration of Directors, Key Managerial Personnel and Employees

Part A: Information pursuant to Section 197(12) of the Companies Act, 2013

[Read with Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

A. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES FOR FY2022-23 AND PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY DURING THE FY2022-23 ARE AS UNDER:

Name of Director	Ratio of remuneration of each Director to median remuneration of employees	% increase/(decrease) in remuneration in FY2022-23
Executive Directors		
Mr. Ushik Mahesh Gala (Chairman and Managing Director)	8.36	No Change <sup>(4)</sup>
Key Managerial Personnel		
Ms. Dhvani Dattani <sup>(1)</sup> (Chief Financial Officer)	10.36	No Change
Ms. Kirtika Chauhan <sup>(2)</sup> (Company Secretary)	1.05	No Change
Mr. Sunil Sharma <sup>(2)</sup> (Joint Company Secretary)	4.61	No Change
Ms. Meghal Mehta <sup>(3)</sup> (Company Secretary and Compliance Officer)	3.79	No Change

Notes:

1. Ms. Dhvani Dattani resigned effective from April 30, 2023
2. Mr. Sunil Kumar Sharma resigned effective from October 7, 2022 and Ms. Kirtika Chauhan resigned effective from November 15, 2022
3. Ms. Meghal Mehta appointed as Company Secretary and Compliance officer w.e.f. October 15, 2022
4. There was no change in remuneration however during the year remuneration paid was Rs. 11,25,540/- only.
5. Non-Executive Directors does not receive any remuneration except sitting fees and for Executive Directors, remuneration includes fixed pay, perquisites and commission.
6. There were 68 permanent employees on the rolls of Company as on March 31, 2023.
7. Average percentage increase made in the salaries of employees, other than managerial personnel in the FY2022-23 was 0.66% whereas there was no change in the managerial remuneration during FY2022-23.
8. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

B. DISCLOSURE PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) AND 5(3) COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

Name	Designation	Gross Remuneration (In Rs.)	Qualifications	Experience (In Years)	Date Of Commencement Of Employment	The Age Of Such Employee	The Last Employment Held By Such Employee Before Joining The Company
The names of the top ten employees in terms of remuneration drawn							
Mr. Shirish Kumar	Head-Polymers	34,67,720	B.Tech	14	February 02, 2022	36 years	Power2SME Private Limited
Mr. Sunakar Behra	Sales Head – Polymer	34,67,720	PGDBM	16	March 22, 2022	36 Years	Power2SME Private Limited
Ms. Dhvani Dattani*	Chief Financial Officer	15,68,423	B.com and CA	6	October 18, 2021	29 Years	Suumaya Corporation Limited
Mr. K.P. Raju	Manager Accounts	13,20,626	B.com	25	January 17, 2022	42 Years	Sikkim Fero Aloice Limited
Mr. Nidhish Chandra	Assistant – General Manager	12,59,969	MBA	14	May 11, 2022	35 Years	Power2SME Private Limited
Ms. Ruchita Sankhe	Senior Manager – Legal	11,56,886	B.A, LLB	13	May 2, 2022	38 Years	Sikkim Fero Aloice Limited
Ms. Kajal Sheth	Head - B2B (Fashion, Textile & Apparels)	11,52,140	PGDBA in Marketing	26	April 01, 2021	45 Years	Zilingo Global Private Limited
Mr. Ushik Mahesh Gala	Chairman & Managing Director	11,25,540	B.com and CA	More than 8	April 01, 2020	32 years	N.A.
Mr. Shadab Thange	Manager – IT Infrastructure	10,54,681	B.com & Diploma in Hardware & Networking	11	September 01, 2021	37 Years	Capgemini
The names of other employees, if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: Nil							
The names of other employees, if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month: Nil							
The names of other employees, if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: Nil							

Notes:

- a. None of the employees mentioned above is a relative of any Director of the Company or Manager of the Company.
- b. Remuneration comprise of salary, allowances, monetary value of perquisites, the Company's contribution to Funds but may vary depending on the terms and conditions of employment.
- c. Nature of employment of all employees is permanent.
- d. \*Resigned during FY 2022-23

ANNEXURE 7

The information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 is as follows:

(A) CONSERVATION OF ENERGY

The Company continues to take steps to absorb and adopt the latest technologies and innovations in the Apparel, Agri Produce and Retail Industry. These initiatives enable its Vendors to become more efficient and productive and also leads to conservation of energy. Conservation of energy is considered to be a priority and therefore ensuring minimum consumption by way of better energy conservation programmes training/ awareness of the employees and prompt upkeep is a continuous exercise.

The steps taken or impact on conservation of energy:

The Company has been continuously encouraging its partners to improve focus on technology improvement and training to ensure efficient use of resources especially of common resources such as water and energy.

**The steps taken by the Company for utilizing alternate sources of energy:** The Company encourages its partners to explore sustainable energy sources to the extent possible.

**The capital investment on energy conservation equipments:** Not Applicable.

(B) TECHNOLOGY ABSORPTION

The Company continues to use the latest technologies for improving the productivity and quality of its products. The Company is keeping track of latest developments and encourages its partners to adopt the same.

The Company continues to make focused investments in technology & operations by building up its Omni Channel capabilities to provide seamless shopping experiences to its customers. The Company is also working on improving experience at its outlets by the use of technology (both hardware and software tools).

**The efforts made towards technology absorption:** The Company keeps itself updated on latest technology in the industry and encourages its partners to invest in the same. Further as a part of efforts in this regard the Company provides support to its partners with necessary guidance training advances and financial support if any required.

**The benefits derived like product improvement cost reduction product development or import substitution:** With the adoption of new technology from time to time the efficiency and capacity with respect to manufacturing has been increased resulting in better quality of products quicker and more efficient processing at lower costs.

**In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):** The Company does not directly import technology but encourages its partners to do so.

- (a) The details of technology imported: Not Applicable
- (b) The year of import: Not Applicable
- (c) Whether the technology been fully absorbed: Not Applicable
- (d) If not fully absorbed areas where absorption has not taken place and the reasons thereof: Not Applicable
- (e) The expenditure incurred on Research and Development: Not Applicable

For and on behalf of the Board of Directors  
Suumaya Industries Limited

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

Date: August 11, 2023  
Place: Mumbai



# CORPORATE GOVERNANCE REPORT

## SUUMAYA'S PHILOSOPHY OF CORPORATE GOVERNANCE

Suumaya's philosophy of Corporate Governance is built on a foundation of sound business ethics, fairness, and trust in dealing with all stakeholders.

The Company is totally committed and devoted towards achieving business excellence and enhancing shareholder's value by following the best disclosure practices with a high level of integrity, accountability, fairness, transparency and responsibility to all the stakeholders. The Company understands that good corporate governance and transparency in actions of the management is the key to a strong bond of trust with the Company's stakeholders.

In dealing with external stakeholders, the Company believes in maintaining complete transparency with timely exchange of information. The leadership in the Company sets the tone through their actions and this ensures that the organisation remains true to its culture and values in letter and spirit.

Suumaya not only adheres to the prescribed Corporate Governance practices as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") but is also committed to sound Corporate Governance principles and practices. The Company aspires to reach the highest standards of Corporate Governance, while emphasising on transparency, creating a sustainable culture, and setting industry-leading benchmarks. It constantly strives to adopt emerging best practices being followed globally.

This report is prepared in accordance with the provisions of the Listing Regulations and the report contains the details of Corporate Governance systems and processes at Suumaya Industries Limited.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('SEBI Listing Regulations'), as applicable, with regard to corporate governance.

## CODE OF CONDUCT

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted Code of Conduct and Business Ethics ("Code") for Members of the Board ("Directors"), Key Managerial Personnel ("KMP") and the Senior Management, which is available on the website of the Company at [www.suumaya.com](http://www.suumaya.com). The Company has received confirmations from the Directors, KMP as well as Senior Management Personnel regarding compliance of the Code during the year under review. The Code suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 (the "Act"). Pursuant to Schedule V(D) of the SEBI Listing Regulations, a declaration signed by the Managing Director of the Company to this effect is annexed at the end of this Report.

## BOARD OF DIRECTORS

The Board of Directors ('Board') is at the core of our corporate governance practice and oversees and ensures that the Management serves and protects the long-term interest of all our stakeholders. We believe that an active, well-informed and Independent Board is necessary to ensure the highest standards of Corporate Governance.

### Size and Composition of Board

The Board of Directors ("Board") of the Company has, a combination of executive and non-executive directors including independent directors, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. The Board of Directors comprises, as on March 31, 2023, of 9 (Nine) Directors including 1 (One) Executive Director ("ED"), 8 (Eight) Non-Executive Directors ("NEDs") including a Woman Director, of which 5 (Five) are Independent Directors ("IDs").

The composition of the Board is in conformity with

Regulation 17 of the SEBI Listing Regulations read with Section 149 and Section 152 of the Act. During the year under review and as on date of this report, none of the Directors on the Board holds directorships in more than ten public companies. Further none of our Directors serve as Director or as IDs in more than seven listed companies and the ED serve as IDs on any listed company. Furthermore, none of our IDs serve as Non-Independent Director of any company on the board of which any of our Non-Independent Director is an ID.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Section 149 of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the Management. Further, the IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the IDs. As required under Regulation 46 of the SEBI Listing Regulations, as amended, the terms and conditions of appointment of IDs including their role, responsibility and duties are available on our website at <https://suumaya.com/wp-content/uploads/2023/07/17.-Terms-and-Conditions-of->

[appointment-of-Independent-Directors.pdf](#).

During FY 2022-23, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director. For the purpose of determination of limit of the Board Committees, chairpersonship and membership of the Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26(1)(b) of SEBI Listing Regulations. Further, there are no inter-se relationships between our Board Members.

### Changes to Board during FY 2022-23

Ms. Archana Chirawawala was appointed as Additional Non-executive Independent Director w.e.f. September 6, 2022, and regularized as Non-executive Independent Director in the 11<sup>th</sup> Annual General Meeting held on September 30, 2022.

Ms. Sujata Singhi was appointed as Additional Non-executive Independent Director w.e.f. September 6, 2022, and regularize as Non-executive Independent Director in the 11<sup>th</sup> Annual General Meeting held on September 30, 2022, subsequently resigned w.e.f. January 14, 2023.

Dr. Narendra Mairpady resigned as Non-executive Independent Director w.e.f. September 13, 2022.

Mr. Som Sagar was appointed as Additional Non-executive Director w.e.f. February 4, 2023, and subsequently regularize as Non-executive Director vide Postal Ballot dated April 17, 2023.

Mr. Ashutosh Chandra appointed as Additional Non-executive Independent Director w.e.f. March 1, 2023, and regularize as Non-executive Independent Director vide Postal Ballot dated April 17, 2023. Subsequently resigned w.e.f. April 29, 2023.

**Table A:** The composition of the Board of Directors and Directorships held as on March 31, 2023

Name of Director	No. of directorship in other Indian Public Companies <sup>(1)</sup>		No. of Board Committee positions in other Indian Public Companies <sup>(2)</sup>		Directorship in other listed entity (Category of directorship)
	Chairperson	Member	Chairperson	Member	
Executive Director					
Mr. Ushik Mahesh Gala, Chairman and Managing Director (DIN: 06995765)	1	5	-	1	- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited) Chairman and Managing Director
Non-Executive, Non-Independent Director					
Mr. Sejal Doshi (DIN: 08431221)	-	3	1	1	- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited), Non-Executive Director
Mr. Deepak Jain (DIN: 07987267)	-	-	-	-	-
Mr. Som Sagar (DIN: 03021217)	-	-	-	-	-
Non-Executive Independent Directors					
Mr. Sharad Jain (DIN: 01686035)	-	2	1	1	- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited), Non-Executive Director
Mr. Satish Khimawat (DIN: 07769130)	-	2	-	1	- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited), Non-Executive Independent Director
Mr. Ishtiaq Ali (DIN: 02965131)	-	1	-	1	- Shree Pushkar Chemicals & Fertilisers Limited, Non-Executive Independent Director
Ms.Archana Chirawawala (DIN: 09721625)	-	3	1	5	- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited), - White Organic Retail Limited - India Home Loan Limited
Mr. Ashutosh Chandra (DIN: 07687682) <sup>(3)</sup>	-	-	-	-	- Nil

Notes:

(1) Directorships in Indian Public Companies (listed and unlisted) does not include position in Foreign Companies, Strike off Companies, Private Companies, position as an advisory board member, Section 8 and Dormant Companies.

(2) In terms of Regulation 26(1)(b) of the SEBI Listing Regulations, the disclosure includes chairmanship/membership of the Audit Committee and Stakeholders' Relationship Committee in other Indian Public companies (listed and unlisted).

(3) Resigned as Non-Executive Independent Director effective from April 29, 2023

### Selection of New Directors and Board Membership Criteria

The Nomination and Remuneration Committee ('NRC') formulates and recommends to the Board the appropriate qualifications, positive attributes,

characteristics, skills and experience required for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. The Policy for appointment and removal of Directors and determining Directors' independence is available on our website at <https://suumaya.com/wp-content/uploads/2023/07/10.-Nomination-and-Remuneration-Policy.pdf>.

### Skills/expertise/competencies of the Board of Directors

The Board comprises of qualified members who possess required skills, expertise and competencies that allow them to make effective contributions to the Board and its Committees.

The Board of Directors have identified the following core skills/expertise/competencies of Directors as required in the context of the businesses and sectors of the Company for its effective functioning:



1) Mr. Ushik Mahesh Gala 2) Mr. Sharad Jain 3) Mr. Satish Khimawat 4) Mr. Sejal Doshi 5) Ms. Shruti Chaudhary 6) Mr. Ishtiaq Ali 7) Mr. Deepak Jain 8) Dr. Narendra Mairpady 9) Ms. Archana Chirawawala 10) Ms. Sujata Singhi 11) Mr. Som Sagar 12) Mr. Ashutosh Chandra.



## Familiarisation Programme

The Company initiates steps to appraise the Independent Directors through formal and informal ways, from time to time and as and when a new Independent Director is appointed on the Board. Periodic presentations are being made to them at the Board and its various Committees meetings to update on the Business Plan (including that of Subsidiaries), long term strategy and strategic priorities, the amendments in Company Law, SEBI Listing Regulations and SEBI Regulations, Corporate Governance, Related Party Transactions, and Internal Audit Plans, Update on Terms of Reference of Committees, Role of Audit Committee and Initiatives taken on safety, quality, CSR, sustainability & Human Resource etc. The vertical heads are invited at the meetings to update the Board/Committee about the Company's business and performance at regular intervals. Besides that, the Independent Directors interact with the Company's senior management to get insight on the business developments, competition in the market, regulatory changes etc. Pursuant to Regulation 46 of the SEBI Listing Regulations, the details of the familiarization programme for

the Directors are available on the Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/12.-Policy-on-Familiarisation-of-Independent-Directors.pdf>.

## Board Evaluation

The NRC has formulated a Policy for the Board, its Committees and Directors and the same has been approved and adopted by the Board. The details of Board Evaluation forms part of the Board's Report.

## Remuneration Policy for Board and Senior Management

On recommendations of Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, Key Managerial Personnel ('KMP') and all other employees of the Company and Criteria for making payment to Non-Executive Directors. The same is available on our website at <https://Suumaya.com/wp-content/uploads/2023/07/5.-Criteria-for-making-payment-to-Non-Executive-Director.pdf>.

Details of remuneration for Directors in FY 2022-23 are provided in Table B below.

**Table B:** Shares held and cash compensation paid to Directors for the year ended March 31, 2023

(in Rs.)

Name	Salary, allowance, Bonus and Perquisites	Commission	Sitting Fees	Total Compensation	Fully paid-up Equity Shares held (Nos.)
<b>Executive Directors</b>					
Mr. Ushik Mahesh Gala	11,25,540	-	-	-	96,97,332
<b>Non-Executive, Non-Independent Director</b>					
Mr. Sejal Doshi	-	-	8,22,500	8,22,500	-
Mr. Deepak Jain	-	-	8,00,000	8,00,000	191600
Mr. Som Sagar	-	-	1,00,000	1,00,000	2458
<b>Non-Executive, Independent Directors</b>					
Ms. Archana Chirawawala	-	-	4,07,500	4,07,500	-
Mr. Ashutosh Chandra	-	-	1,00,000	1,00,000	-
Mr. Ishtiaq Ali	-	-	8,67,500	8,67,500	-
Dr. Narendra Mairpady	-	-	4,00,000	4,00,000	-
Mr. Satish Khimawat	-	-	8,35,000	8,35,000	-
Mr. Sharad Jain	-	-	8,82,500	8,82,500	-
Ms. Shruti Chaudhary	-	-	3,00,000	3,00,000	-
Ms. Sujata Singhi	-	-	-	-	-

## Board Meetings

The Board meets at least once a quarter to review the quarterly financial results and other agenda items. Additional meetings are held when necessary. Committees of the Board usually meet the day before or on the day of the formal Board meeting, or whenever the need arises for transacting business. The recommendations of the Committees are placed before the Board for necessary approvals. All committee recommendations placed before the Board during the year under review were unanimously accepted by the Board. Dates for the Board meetings are decided well in advance and communicated to the Directors. In case of exigencies or urgency of matters, resolutions are passed by circulation, for such matters as permitted by law. The Board take note of the resolutions passed by circulation at its subsequent meeting. Additional meetings of the Board are held as and when deemed necessary.

The information required under Regulation 17(7) read with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board. The important decisions taken at the Board/Committee

meetings are communicated to the concerned business verticals/departments promptly for their immediate action. Action Taken Report on the decisions taken/suggestions made at previous meetings are placed at the subsequent meeting of the Board/Committee for its review. The Board and Committees are responsible for corporate strategy, planning, external contracts and related matters. The Senior Management Personnel heading respective divisions are responsible for day-to-day operations of their divisions.

During the year under review, 9 (Nine) board meetings were held on May 17, 2022, May 25, 2022, May 30, 2022, August 12, 2022, October 14, 2022, November 14, 2022, December 2, 2022, February 4, 2023 and March 11, 2023. The gap between any two Board meetings during the year under review did not exceed one hundred and twenty days. The requisite quorum was present at all Meetings.

As a cost saving measure and optimal utilization of the time of the Directors, the Company provides the video conferencing facility as well as permitted under Section 173(2) of the Act read with Rules framed thereunder.

**Table C:** Attendance details of Directors for the year ended March 31, 2023 are given below

Name of Director	Category	No. of Meetings held during the tenure	No. of Meetings Attended
Mr. Ushik Mahesh Gala (Chairman and Managing Director)	Executive Director	9	8
Mr. Deepak Jain	NEDs	9	7
Mr. Sejal Doshi		9	9
Mr. Som Sagar		1	0
Ms. Archana Chirawawala	IDs	5	5
Mr. Ashutosh Chandra <sup>1</sup>		1	1
Mr. Ishtiaq Ali		9	9
Dr. Narendra Mairpady <sup>2</sup>		4	4
Mr. Satish Khimawat		9	9
Mr. Sharad Jain		9	9
Ms. Shruti Chaudhary <sup>3</sup>		3	1
Ms. Sujata Singhi <sup>4</sup>		3	0

Notes:

- Mr. Ashutosh Chandra was appointed as Additional Non-Executive Independent Director w.e.f. March 1, 2023 and subsequently regularize as Independent Director w.e.f. April 17, 2023. Further he has tendered Resignation w.e.f. April 29, 2023.
- Dr. M. Narendra resigned as a Non-Executive Independent Director w.e.f. September 13, 2022.

- 3. Ms. Shruti Chaudhary resigned as a Non-Executive Independent Women Director w.e.f. June 24, 2022.
- 4. Ms. Sujata Singhi was appointed as Additional Non-Executive Independent Director w.e.f. September 3, 2022 and subsequently regularize as Independent Director w.e.f. September 30, 2022 and resigned w.e.f. January 14, 2023.

All the Directors were present at the Annual General Meeting of the Company held on Friday, September 30, 2022 except Ms. Sujata Singhi.

Separate meeting of Independent Directors

During the year under review, three meetings of Independent Directors were convened on July 23, 2022, October 14, 2022 and February 3, 2023, in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and (4) of the SEBI Listing Regulations and Secretarial Standards, wherein all Independent Directors were present.

At the meeting held on February 03, 2023, the Independent Directors:

- i. Reviewed the performance of Non-Independent Directors and the Board of Directors as a whole;
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.
- iv. Update on Income tax search, Legal matters against the Company, Recovery suit, Business updates.

The Non-Independent Directors attended 2 meetings at the invitation of Independent Directors post the discussion of the Independent Directors however they did not take part in the Meeting where the evaluation of Board was done by the Independent Directors.

Resignation of Independent Director:

During the year under review, three Independent Directors of the Company have resigned from the

Board of the Company namely Ms. Shruti Chaudhary, Dr. Narendra Mairpady and Ms. Sujata Singhi. After the end of financial year Mr. Ashutosh Chandra tendered his resignation as the Non-Executive Independent Director of the Company effective from April 29, 2023, reasons of which is provided on the website of the Company at [www.suumaya.com](http://www.suumaya.com).

BOARD COMMITTEES

Audit Committee

As on March 31, 2023, the Audit Committee comprises 3 (three) Non-Executive Independent Directors and 1 (one) Executive Director who are well versed with finance, accounts, corporate laws and general business practices. Mr. Sharad Jain, the Lead Independent Director is the Chairman of the Committee. The composition, terms of reference, role and power of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Act and Rules framed thereunder. The Committee acts as a link between the Statutory and Internal Auditors and the Board of the Company.

Terms of Reference of Committee:

The Committee is governed by the terms of reference which are in line with the regulatory requirements mandated by the Act and Listing Regulations. The detailed terms of reference of the Audit Committee are contained in the ‘Terms of Reference’ which is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2022/08/TERMS-OF-REFERENCE-OF-COMMITTEE-1.pdf>. The Audit Committee ensures that it has reviewed each area that it is required to review under its terms of reference and under applicable legislation or by way of good practice. This periodic review ensures that all areas within the scope of the Committee are reviewed.

Key Terms of Reference of the Committee are:

- a. Overseeing the Company’s financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- b. Reviewing and examining with management the quarterly, half-yearly, nine months and annual financial results and the auditors’ report thereon before submission to the Board for approval;

- c. Reviewing management discussion and analysis of financial condition and results of operations;
- d. Recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- e. Reviewing and monitoring the Statutory Auditor’s independence and performance and effectiveness of audit process;
- f. Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- g. Reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- h. Reviewing management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- i. Evaluating internal financial controls and risk management systems;
- j. Verifying that the systems for internal controls in relation to SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and are operating effectively;
- k. Reviewing the functioning of the Code of Business Principles and Vigil Mechanism;
- l. Reviewing the utilisation of loans and/or advances from/investment in the Subsidiary exceeding Rs.100 crores of 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- m. Recommending the appointment and the remuneration to be paid to the Cost Auditor.
- n. Undertaking any other matters as may be prescribed under law or as the Board may decide from time to time.

Meeting, Attendance & Composition of Audit Committee:

During the Financial year 2022-23, 5 (Five) meetings of the Audit Committee were held on May 30, 2022,

August 12, 2022, November 14, 2022, February 4, 2023 and March 11, 2023. The requisite quorum was present for all meetings and all decisions at the Audit Committee Meetings were taken unanimously. The intervening gap between two meetings did not exceed one hundred and twenty days.

Table D: The composition of the Audit Committee and the attendance details of the Members for the financial year ended March 31, 2023 are given below:

Name	Designation	Category	No. of Meeting Attended
Mr. Sharad Jain	Chairman	Non-Executive Independent Director	5
Mr. Ishtiaq Ali	Member	Non-Executive Independent Director	5
Mr. Satish Khimawat	Member	Non-Executive Independent Director	5
Mr. Ushik Mahesh Gala	Member	Chairman and Managing Director	5

Accounts Manager, representatives of the Statutory and Internal Auditors are generally invited to attend the Meetings of the Committee. The Chief Financial Officer of the Company is a permanent invitee to the Committee Meetings. The Company Secretary of the Company acts as Secretary to the Committee. Internal Auditor reports directly to the Audit Committee to ensure independence of the Internal Audit function. Mr. Sharad Jain, the Chairman of the Committee was present at the 11th AGM of the Company held on September 30, 2022. M/s. Naik Mehta and Co., Chartered Accountants has carried out the Statutory Audit for FY2022-2023.

Pursuant to the Code of Conduct for prevention of Insider Trading, the details of the dealing in the Company’s securities by the Designated Persons are placed before the Audit Committee on a quarterly basis.



### Nomination and Remuneration Committee

As on March 31, 2023, the Nomination and Remuneration Committee ("NRC") comprises 2 (two) Independent Directors and 1 (one) Executive Director. The composition and role of the Nomination and Remuneration Committee are in line with the Regulation 19 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The Company Secretary of the Company acts as Secretary to the Committee.

The NRC has formulated Remuneration Policy for Directors, KMPs and Senior Management Employees of the Company and the same is available on Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/10.-Nomination-and-Remuneration-Policy.pdf>. The criteria for making payments to Non-Executive Directors is available on our website at <https://Suumaya.com/wp-content/uploads/2023/07/5.-Criteria-for-making-payment-to-Non-Executive-Director.pdf>. Mr. Satish Khimavat, the Chairman of the Nomination & Remuneration Committee was present at the last Annual General Meeting (AGM) held on September 30, 2022.

### Terms of Reference of the Nomination and Remuneration Committee:

The detailed terms of reference of the Nomination and Remuneration Committee are contained in the 'Terms of Reference' which is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2022/08/TERMS-OF-REFERENCE-OF-COMMITTEE-1.pdf>.

Key Terms of Reference of the Committee are:

- Determine/recommend the criteria for appointment or removal of Directors, Members of Senior Management and Key Managerial Personnel;
- Identify candidates who are qualified to become Directors and who may be appointed on the Senior Management, or as a Key Managerial Personnel;
- Evaluate the balance of skills, knowledge and experience on the Board and prepare a description of the role and capabilities required for Independent Director(s);
- Review and determine all elements of remuneration package of all the Executive Directors, i.e. salary,

benefits, bonuses, stock options, pension etc;

- Formulate criteria and carry out evaluation of each Director's performance and performance of the Board as a whole;
- Recommend to the Board, all remunerations, in whatever form, payable to Directors, Senior Management and Key Managerial Personnel;
- Review and recommend to the Board candidates for election as members to the Board Committees and for the election as chairman for each Board Committee from the appointed members of the Board Committee;
- Undertaking any other matters as may be prescribed under law or as the Board may decide from time to time.

During the Financial year 2022-23, 2 (two) meetings of NRC were held on October 14, 2022 and February 3, 2023. The requisite quorum was present for all meetings and all decisions at NRC Meetings were taken unanimously.

### Criteria for appointment as Director:

- not be disqualified in terms of Section 164 of the Act;
- be eligible in terms of Schedule V to the Act, if he is going to be appointed as Managing Director, Whole-time Director or manager;
- fulfill the terms of independence as per the provisions of Section 149 and Schedule IV to the Act;
- Possess qualification, experience, capability and knowledge commensurate with the functional responsibilities he has to fulfill;
- re-appointment of independent director shall be on the basis of report of performance evaluation.

### Criteria for appointment as Key Managerial Personnel and Senior Management Employees:

- Qualification and experience should be commensurate with the function to be headed.
- He/she should display Endurance Values – Customer Centricity, Integrity, Transparency, Teamwork and Innovation (CITTI).

**Table E:** The composition of the Nomination and Remuneration Committee and the attendance details of the Members for the financial year ended March 31, 2023 are given below:

Name	Designation	Category	No. of Meetings Attended
Mr. Satish Khimawat	Chairman	Non-Executive Independent Director	2
Mr. Sharad Jain	Member	Non-Executive Independent Director	2
Mr. Ushik Mahesh Gala	Member	Chairman and Managing Director	2

### Performance Evaluation criteria of Independent Director:

Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like Diligence & participation in meetings, contribution to decision making, maintain confidentiality, interpersonal relationship with fellow board members, attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge.

### Investor Relations and Grievance Committee (Stakeholders Relationship Committee)

As on March 31, 2023, Stakeholders Relationship Committee ("SRC") comprises 4 (four) Directors, of which 1(one) Executive Director, 2 (two) Non-Executive Independent Directors and 1 (one) Non-Executive Director. The composition and role of the Committee are in line with the Regulation 20 read with Part D of Schedule II of the Listing Regulations and Section 178 of the Act. The Company Secretary of the Company acts as Secretary to the Committee.

### Terms of Reference of the Committee:

- Considering and resolving grievances of security holders of the company.

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

During the Financial year 2022-23, 1 (one) meeting of the Investor Relations & Grievance Committee was held on March 31, 2023.

**Table F:** The composition of Investor Relations and Grievance Committee and the attendance details of the Members for the financial year ended March 31, 2023 are given below:

Name	Designation	Category	No. of Meeting Attended
Mr. Sejal Doshi	Chairman	Non-Executive Director	1
Mr. Sharad Jain	Member	Non-Executive Independent Director	1
Mr. Satish Khimawat	Member	Non-Executive Independent Director	1
Mr. Ushik Mahesh Gala	Member	Chairman and Managing Director	1

Mr. Sejal Doshi, Chairman of the Committee was present at the Annual General Meeting of the Company held on Friday, September 30, 2022.

In terms of Regulation 6 and Schedule V of the SEBI Listing Regulations, the Board has appointed Ms. Meghal Mehta, the Company Secretary as the Compliance Officer of the Company.

The Company has not received any complaint during the financial year through SEBI Complaints Redress System.

### Corporate Social Responsibility Committee

The purpose of our Corporate Social Responsibility ('CSR') Committee is to formulate and recommend to the Board, a Corporate Social Responsibility Policy, which shall indicate the initiatives to be undertaken by the Company, recommend the amount of expenditure the Company should incur on Corporate Social Responsibility ('CSR') activities and to monitor from time to time the CSR activities and Policy of the Company. The CSR Committee provides guidance in formulation of CSR strategy and its implementation.

As on March 31, 2023, the Corporate Social Responsibility Committee comprises 3 (three) Directors, of which 1 (one) Executive Director, 1 (one) Non-Executive Director and 1 (one) Non-Executive Independent Director. The composition and role of the Corporate Social Responsibility Committee are in line with Section 135 of the Act and Rules framed thereunder. The Company Secretary of the Company acts as Secretary to the Committee.

During the Financial year 2022-23, 1 (one) meetings of Corporate Social Responsibility Committee were held on August 11, 2022.

**Table G:** The composition of Corporate Social Responsibility Committee and the attendance details of the Members for the financial year ended March 31, 2023 are given below:

Name	Designation	Category	No. of Meeting Attended
Mr. Ushik Mahesh Gala	Chairman	Chairman & Managing Director	1
Mr. Sharad Jain	Member	Non-Executive Independent Director	1

Mr. Sejal Doshi	Member	Non-Executive Independent Director	1
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### Terms of Reference of the Corporate Social Responsibility Committee:

The detailed terms of reference of the Corporate Social Responsibility Committee are contained in the 'Terms of Reference' which is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2022/08/TERMS-OF-REFERENCE-OF-COMMITTEE-1.pdf>.

### Risk Management Committee

The Company has constituted a Risk Management Committee ('RMC') for framing, implementing and monitoring the risk management policy of the Company. The RMC assists the Board in fulfilling its oversight responsibility with respect to Risk Management.

The role of the RMC is inter alia to frame, monitor and implement the Risk Management Plan and Policy of the Company and review the Company's risk profile and key areas of risk, risk assessment and rating procedures, risk management practices and guidelines, procedures for risk assessment and risk management and adopting policies, systems for maintaining information/cyber security of the Company from preventing of global hacking incidents, losing of sensitive and confidential data etc. The detailed role and responsibility of Risk Management Committee are contained in the 'Terms of Reference' which is available on the website of the Company at <https://Suumaya.com/wp-content/uploads/2022/08/TERMS-OF-REFERENCE-OF-COMMITTEE-1.pdf>.

As on March 31, 2023, the Committee comprises 5 (five) Directors, of which 1 (one) is Executive Director, 1 (one) Non-Executive Director and 3 (three) Non-Executive Independent Director. The requisite quorum was present for all meetings.

The composition and role of the RMC are in line with Regulation 21 of the Listing Regulations. The Company Secretary of the Company acts as Secretary to the Committee.

During the Financial year 2022-23, two meetings of the Risk Management Committee were held on July 23, 2022 and January 18, 2023 and the intervening

gap between the two meetings did not exceed one hundred and eighty days.

**Table H:** The composition of RMC and the attendance details of the Members for the financial year ended March 31, 2023 are given below:

Name	Designation	Category	No. of Meeting Attended
Mr. Satish Khimawat	Chairman	Non-Executive Independent Director	2
Mr. Sharad Jain	Member	Non-Executive Independent Director	2
Mr. Ishtiaq Ali	Member	Non-Executive Independent Director	2
Mr. Sejal Doshi	Member	Non-Executive Director	2
Mr. Ushik Mahesh Gala	Member	Chairman and Managing Director	2

## GENERAL BODY MEETINGS

**Table I:** Location, date and time of the last three Annual General Meetings were held:

Financial Year Ended	Date and Time	Venue	Special Resolutions Passed
March 31, 2020	September 29, 2020 at 11.00 a.m.	Meetings were held through two-way video-conferencing	Approval of remuneration to be paid to Mr. Kshitish Shastri, Non- Executive Director, in excess of remuneration u/s 197
March 31, 2021	September 30, 2021 at 11.00 a.m.		a. Re-appointment of Mr. Satish Jayantilal Khimawat (DIN: 07769130) as an Independent Director; b. Appointment of Mr. Ushik Mahesh Gala (DIN: 06995765) as Chairman and Managing Director of the Company; c. Approval to increase in the limits of making Investments/Extending Loans and giving Guarantees or providing securities in connection with loans to Persons/Body Corporate
March 31, 2022	September 30, 2022 at 3.00 p.m.		a. Alteration of Memorandum of Association of the Company by change in the Object Clause b. Appointment of Ms. Archana Chirawawala (DIN: 09721625) as a Non-Executive Independent Director of the Company c. Appointment of Dr. Sujata Singhi (DIN: 09727646) as a Non-Executive Independent Director of the Company

No Extraordinary General Meeting of the Members was held during FY2022-23.

### Postal Ballot:

Pursuant with Sections 108 and 110 of the Act and the Companies (Management & Administration) Rules, 2014 as amended from time to time, the SEBI Listing Regulations and the Secretarial Standards-2, during the year under review, the Company had conducted process of Postal Ballot through remote e-voting facility, for obtaining the approval of the Members of the Company on the following Special Resolutions. The following Resolutions are deemed to have been passed on the last date of e-voting.



• **Postal Ballot dated April 17, 2023**

Mr Rinkesh Gala, Practicing Company Secretary (ACS: 42486; COP: 20128) of M/s. Rinkesh Gala & Associates, Practicing Company Secretaries, Mumbai was appointed to act as Scrutinizer to scrutinise the votes cast by way of Postal Ballot, in an independent and fair manner. The Company had sent the Notice dated March 11, 2023 to the Members in the permitted mode. Voting rights were reckoned based on the

equity shareholding as on the cut-off date i.e. Friday, March 10, 2023. The voting period for postal ballot commenced on Sunday, March 19, 2023 at 9.00 a.m. (IST) and ended on Monday, April 17, 2023 at 5.00 p.m. (IST) and the e-Voting platform was disabled thereafter.

The details of voting on the Special Resolutions passed with requisite majority are as under:

Particulars	No. of Votes polled	No. and % votes in favour	No. and % votes against
<b>Special Resolution:</b>			
(i) Increase in Authorized Share Capital of the Company and Consequential amendment to Memorandum of Association (MOA) of the Company	14550709	14540444 (99.93%)	10265 (0.07%)
(ii) Alteration of Objects Clause of Memorandum of Association (MOA) of The Company.	14550709	14538896 (99.92%)	11813 (0.08%)
(iii) Appointment of Mr. Ashutosh Chandra (DIN: 07687682) as Non-executive Independent Director of the company	14550709	14537371 (99.91%)	13338 (0.09%)
(iv) Approval for transfer of the Agro business (“Business Undertaking”) of Suumaya Industries Limited (SIL) to Suumaya Agro Limited (SAL), a wholly owned material subsidiary of the SIL, via a slump sale	130399	105920 (81.23%)	24479 (18.77%)
(v) To consider and approve the Issue of Equity Shares on Preferential Basis by Conversion of Unsecured Loan to the persons of Non-Promoter Category	14550709	14518345 (99.78%)	32364 (0.22%)

**Procedure for postal ballot:**

Prescribed procedure for postal ballot as per the provisions contained in this behalf in the Companies Act, 2013 read with rules made there under as amended from time to time shall be complied with whenever necessary.

Postal ballot notices are sent by e-mail to the members/beneficial owners as on the cut-off date. The Company also publishes a notice in the newspaper declaring the details and requirements as mandated by the Act and applicable rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. In Compliance with the requirements of MCA Circulars, the shareholders are required

to communicate their assent or dissent through the remote e-voting system only.

The scrutinizer completes his scrutiny and submits his report to the Chairman, and the consolidated results of the voting are announced by the Chairman / authorized officer. The results are also displayed on the Company website [www.suumaya.com](http://www.suumaya.com), besides being communicated to the stock exchanges, depository and registrar and share transfer agent. The last date for the receipt of postal ballot forms or e-voting is the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**Details of special resolution proposed to be conducted through postal ballot:** Not Applicable

**Table J: Annual General Meeting 2023**

<b>Day and Date</b>	Saturday, September 30, 2023
<b>Venue</b>	the Annual General Meeting is being held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). The deemed venue for the AGM Meeting: Wing B, 20th Floor Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai 400063
<b>Time</b>	3.30 PM

**COMMUNICATION TO SHAREHOLDERS**

The Un-audited quarterly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations. The approved financial results are forthwith sent to the Stock Exchanges and are generally published in Active Times (English newspaper), Financial Express (English newspaper) and Mumbai Lakshdeep (local language Marathi newspaper), within forty-eight hours of approval thereof. The Company’s financial results and official press releases are displayed on the Company’s Website at <https://Suumaya.com/investors/>

All disclosures as required under the SEBI Listing Regulations are made to respective Stock Exchanges where the securities of the Company are listed. The same are also available on the Company’s website at <https://Suumaya.com/investors/>

**GENERAL SHAREHOLDERS INFORMATION**

**Financial Year**

The Company’s financial year begins from April 1 and ends on March 31.

**Dividend Payment Date**

During the Financial Year Board of Directors have not declared interim dividend neither recommended Final Dividend for the financial year 2022-23.

**Listing on Stock Exchanges**

The Equity Shares of the Company are Listed on National Stock Exchange of India Limited (NSE) having address Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.

Trading Symbol – SUULD

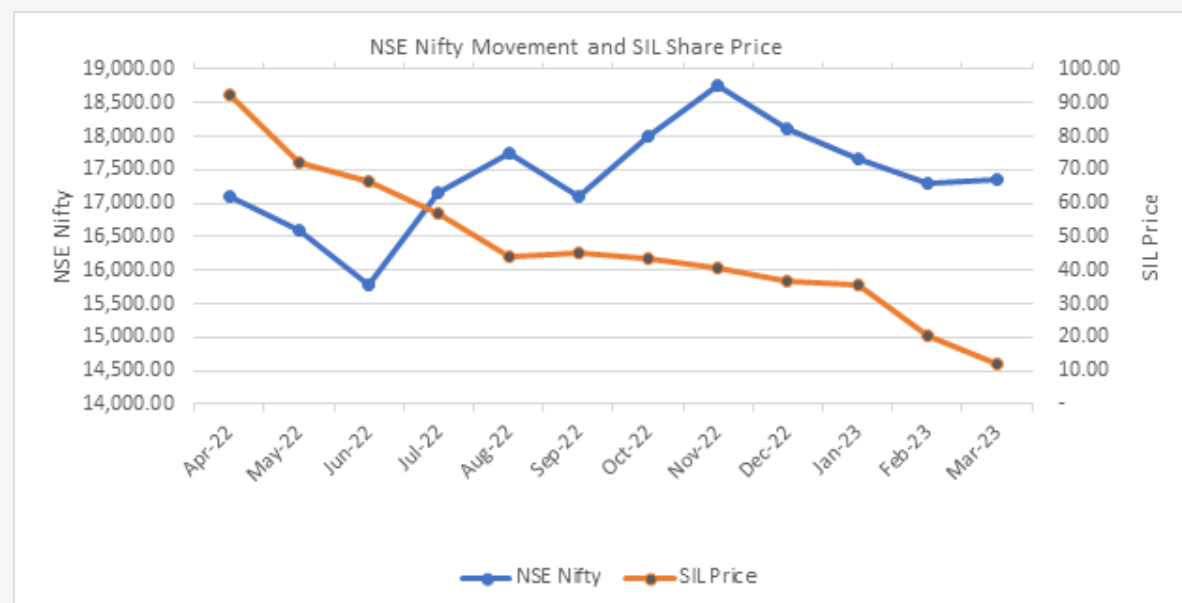
Annual listing fee for the financial year 2023-24 has beenpaid by the Company to NSE.

Stock Code/ISIN: INE591Q01016

### Market Price Data- High, Low during each month in last Financial Year

Month	High (in Rs.)	Low (in Rs.)	Volume (No. of shares traded in Lakh)
April 2022	114.95	92.20	50.78
May 2022	101.60	66.00	32.15
June 2022	93.00	62.10	29.81
July 2022	70.05	40.75	73.95
August 2022	59.85	42.85	47.59
September 2022	46.90	40.00	81.43
October 2022	46.55	40.00	63.92
November 2022	49.20	31.00	129.31
December 2022	48.40	32.00	117.53
January 2023	38.40	32.35	92.06
February 2023	35.80	20.65	163.41
March 2023	23.40	11.70	209.51

### Share Price performance in comparison to broad based Indices - NSE Nifty



The Equity Shares of the Company have not been suspended from trading by the SEBI and/or Stock Exchange.

### Registrar to an Issue and Share Transfer Agents

Name and Address: **Bigshare Services Private Limited**  
Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Next to Ahura Centre, Mahakali Caves Road,  
Andheri East, Mumbai 400093, Maharashtra, India

Tele No.: +91 2262638200  
Email Id: [info@bigshareonline.com](mailto:info@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

### Share Transfer System

The Company's equity shares which are in dematerialized (demat) during the year under review form are transferable through the depository system.

As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019, except in case of request received for transmission or transposition of securities. However, Members are not barred from holding shares in physical form.

### Shareholding category wise summary as on March 31, 2023

Sr. No.	Category of shareholder	Total Shareholder	% of Shareholders	Total Shares	Percentage
1	Clearing Member	34	0.10	790114	1.29
2	Corporate Bodies	107	0.30	12039581	19.69
3	Directors And their relatives (Non-Promoter)	4	0.01	432400	0.71
4	Directors Relatives (Promoter Group)	4	0.01	10886332	17.81
5	Foreign Portfolio Investor Category I	1	0.00	195000	0.32
6	Foreign Portfolio Investor Category II	1	0.00	8288	0.01
7	Non-Resident Indian	223	0.63	602466	0.99
8	Promoters	1	0.00	4025978	6.59
9	Public	35192	98.95	32155151	52.60
	<b>Total</b>	<b>35567</b>	<b>100</b>	<b>61135310</b>	<b>100</b>

### Distribution of Shareholding (In Rupees) by size as on March 31, 2023

Shareholding of Nominal (Rs.)	Holders	Shares Amount (Rs.)	Percentage of Total
1- 5000	29294	32787450	5.3631
5001-10000	2739	21038860	3.4414
10001-20000	1591	23673440	3.8723
20001-3000	581	14727600	2.4090
30001-4000	299	10664490	1.7444
40001-5000	188	8832000	1.4447
50001-10000	373	26761760	4.3775
100001- 999999999999999	502	472867500	77.3477
<b>Total</b>	<b>35567</b>	<b>611353100</b>	<b>100</b>

### Dematerialisation of Shares and Liquidity as on March 31, 2023

Mode of Holding	Shares	% to Capital
CDSL	48659812	79.59%
NSDL	12464833	20.39%
Physical	10665	0.02%
<b>Total</b>	<b>61135310</b>	<b>100%</b>

The Company's Equity Shares are frequently traded on the National Stock Exchange of India Limited.



Reconciliation of Share Capital Audit Report

As mandated by Securities and Exchange Board of India (‘SEBI’), M/s. Rinkesh Gala & Associates, Practicing Company Secretaries undertake a Reconciliation of Share Capital Audit to reconcile total share capital admitted with National Securities Depository Limited (‘NSDL’) and CDSL and held in physical form, with the issued and listed capital of the Company. This audit is undertaken every quarter and the report thereon is submitted to the Stock Exchanges within prescribed timelines.

The audit report confirms that the total listed and paid up/ issued share capital as on March 31, 2023 matches with the aggregate of the total number of shares in demat form (held by NSDL and CDSL) and in physical form.

In addition, pursuant to Regulation 40(9) of the Listing Regulations, certificates have been issued by M/s. Rinkesh Gala & Associates, Practising Company Secretaries, certifying due compliance of share transfer formalities by the Company.

Outstanding Global Depository Receipts or American Depository Receipts or Warrants or Any Convertible Instruments, Conversion Date and likely impact on Equity

The Company has not issued any Global Depository Receipts or American Depository Receipts. However, as on March 31, 2022, 3,240,345 convertible warrants were Outstanding to be converted into Equity Shares of the Company. However, the Board on July 04, 2022, received notice from the Warrant holders, informing about their intention to not to exercise their right of conversion for the remaining Warrants and therefore the remaining 3,240,345 convertible warrants were cancelled and the consideration of Rs.60,756,469/- (Rupees Six Crore Seven Lakh Fifty Six Thousand Four Hundred and Sixty Nine only) being 25% of consideration amount as per SEBI (ICDR) Regulations, received from the Warrant holders towards allotment of said Warrants, was forfeited in accordance with the terms of the said Warrants and as per the provisions of SEBI (ICDR) Regulations. Hence as on March 31, 2023, there are no Outstanding Global Depository Receipts or American Depository Receipts or any convertible instruments which would have an impact on the outstanding equity shares of the Company.

Disclosure of Commodity price risks and commodity hedging activities or foreign exchange

The Company is not involved into any activities relating to Commodity price risks and hedging thereof. The Company is managing the foreign currency risk to limit the risks of adverse exchange rate movement by hedging the same as per the Forex Risk Management Policy of the Company.

Plant Locations

The Company does not have any plants.

Credit Ratings and any revisions thereto for debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad: Not Applicable

Address for Correspondence

For any grievances/complaints/correspondence, the Members/Investors may contact at the following addresses:

Suumaya Industries Limited
CIN: L18100MH2011PLC220879
Company Secretary & Compliance Officer: Ms. Meghal Mehta
Address: Wing B, 20th Floor, Lotus Corporate Park, Western Express Highway, Goregaon (East), Mumbai 400063
Tel: 022 69218000
E-mail: <a href="mailto:sil.cs@Suumaya.com">sil.cs@Suumaya.com</a>
Website: <a href="http://www.suumaya.com">www.suumaya.com</a>

OTHER DISCLOSURES

Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

All related party transactions/contracts/arrangements that were entered into by the Company during the year under review were on an arm’s length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. During the year under

review, there were no significant material related party transactions (“RPTs”) entered into by the Company with its Promoters, Directors, KMP and Senior Management which may have potential conflict with the interest of the Company at large. Pursuant to the omnibus approval granted by the Audit Committee, the RPTs entered into by the Company are reviewed by them at least on a quarterly basis.

The details of the transactions with the related parties are placed before the Audit Committee on a quarterly basis in compliance with the provisions of Section 177 of the Act and Rules framed thereunder and Regulation 23 of the SEBI Listing Regulations. Details of RPTs are disclosed in the notes to the Financial Statements as per the applicable Indian Accounting Standards.

During FY 2022-23, Company has entered into Contract with M/s. Orbit Law Services LLP where Mr. Ishtiaq Ali, Independent Director of the Company is Designated Partner, for availing legal services on an Arm’s length basis. Other than that Company did not have any material pecuniary relationship or transactions with Non-Executive Directors apart from paying Director’s remuneration. Other than stated above, the Directors have not entered into any contracts with the Company or its subsidiaries, which will be in material conflict with the interest of the Company.

During the year under review, the Company has submitted to the Stock Exchanges, the disclosure of Related Party Transactions on a consolidated basis under Regulation 23(9) of the SEBI Listing Regulations.

Pursuant to the Regulation 23 of the Listing Regulations, the Company has adopted a Policy on materiality of the Related Party Transactions and on dealing with Related Party Transactions, which has been reviewed during the year. The Policy is hosted on the Company’s website <https://Suumaya.com/wp-content/uploads/2023/07/15.-Revised-Related-Party-Policy.pdf>.

Compliance with regard to capital market

The Company has complied with all the Rules, Regulations and Guidelines prescribed by SEBI and Stock Exchange(s) as applicable to the Company from time to time.

During the last preceding three years prior to period under review, there were no penalties or strictures imposed on the Company by the Stock Exchange(s), SEBI or any other statutory authorities on matters relating to capital market.

However, during the year under review, the following fines and penalties were levied by the NSE and SEBI on the Company:

Sr. No.	Non-Compliance of Regulations	Days of Non-Compliance	Fine / Penalty Amount (Rs.) (*Inclusive GST)	Authority imposing fine/penalty
1	SEBI (ICDR) Regulations, 2018 – Regulation 295(1) Delay in implementation of bonus issue	Delay of 8 days	188800*	NSE
2	SEBI (LODR) Regulations, 2015 - Regulation 33 Financial Result for the quarter and year ended March 31, 2022	Delay of 2 days	11800*	NSE
3	SEBI (LODR) Regulations, 2015 – Regulation 31 Shareholding Pattern for the quarter ended June 30, 2022	Delay of 1 day	2360*	NSE
4	SEBI issued a Show Cause Notice on April 19, 2023 to the Company for delay in disclosure of arrest of KMPs of 63 and 30 days in case of arrest of Mr. Ushik Mahesh Gala and Ms. Dhvani Dattani respectively. SEBI vide order dated May 31, 2023 imposed a penalty of Rs. 1 lakh plus taxes on the Company.	63 days and 30 days	100000	SEBI

### Whistle Blower Policy/Vigil Mechanism

The Company has adopted a Whistle Blower Policy and established the necessary Vigil Mechanism, which is in line with the Regulation 22 of the Listing Regulations and Section 177 of the Act. Pursuant to the Policy, the Whistle Blower can raise concerns relating to Reportable Matters (as defined in the Policy) such as unethical behaviour, breach of Code of Conduct or Ethics Policy, actual or suspected fraud, any other malpractice, impropriety or wrongdoings, illegality, non-compliance of legal and regulatory requirements and retaliation against the Directors and Employees and instances of leakage of/suspected leakage of Unpublished Price Sensitive Information of the Company etc.

Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances to the Audit Committee and provides for adequate safeguards against victimization of Whistle Blower, who avail of such mechanism and also provides for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases. The Audit Committee oversees the functioning of the same. The Whistle Blower Policy is hosted on the Company's website <https://Suumaya.com/wp-content/uploads/2023/07/18.-Whistle-Blower-Policy.pdf>.

During the year under review, the Company has not received any complaint through Vigil Mechanism. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

### Details of compliance with mandatory requirements and adoption of non-mandatory requirements of The Listing Regulations

The Company has complied with all the mandatory requirements as prescribed under the Listing Regulations, including Corporate Governance requirements as specified under Regulations 17 to 27 read with para C and D of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations as applicable to the Company.

A Certificate from M/s Rinkesh Gala and Associates, Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as specified under Schedule V(C), (D) & (E) of the SEBI Listing Regulations is annexed to this

Report.

Further, the Company has also complied with all requirements about disclosures in the Corporate Governance Report, as specified in sub paras (2) to (10) of Clause C of Schedule V of the SEBI Listing Regulations.

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24(A) of the Listing Regulations, the Company has submitted to the Stock Exchanges, the Annual Secretarial Compliance report for the FY2022-2023 received from Vinod Kothari & Company, Practicing Company Secretaries.

### Subsidiary Companies

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website at <https://Suumaya.com/wp-content/uploads/2021/09/Materiality-on-Subsidiaries.pdf>. During the year, Suumaya Agro Limited and Suumaya Retail Limited, the Wholly-Owned Subsidiaries of the Company were identified as unlisted material subsidiaries.

Regulation 16 of the Listing Regulations defines material subsidiary as a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Further, as per Regulation 24(1) of the Listing Regulations, at least one independent director of the listed entity shall be a director on the Board of an unlisted material subsidiary, whether incorporated in India or not, whose income or net worth exceeds 20% of the consolidated income or net worth respectively. In view of above, only one Company viz. Suumaya Agro Limited, is meeting the criteria.

Hence, the Company has appointed Mr. Satish Khimawat, an Independent Director of the Company on the Board of Suumaya Agro Limited w.e.f. January 28, 2022.

The Board and Audit Committee reviews the Financial Statements of subsidiary companies, in particular, the investments made by the unlisted subsidiary companies every quarter. The minutes of the meetings of the Board of unlisted material subsidiary

companies are placed before the Board on half yearly basis thereby bringing to their attention all significant transactions and arrangements entered into by the unlisted material subsidiary companies.

The Company is in compliance with the provisions governing material subsidiaries.

### Disclosure of Accounting Treatment

Pursuant to the provisions of the Act, the Financial Statements of the Company have been prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

### Details of utilization of funds raised.

During the year under review, the Company has not raised any fund.

### Certificate from Practicing Company Secretary

A Certificate from M/s Rinkesh Gala & Associates, Practicing Company Secretary has been obtained confirming that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such other statutory authority and the same is annexed to this Report.

### Non acceptance of any recommendation of any Committee of the Board which was mandatorily required

All recommendations / submissions made by various

Sr. No.	Particulars	Number of Complaints
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Nil
3.	Number of complaints pending at the end of the financial year	Nil

The Company has submitted its Annual Report on the cases of sexual harassment at workplace to District Officer, Mumbai, pursuant to Section 21 of the aforesaid Act and Rules framed thereunder.

### Loans and advances

The details of Loans and advances given has been to firms/companies in which directors are interested has been given in Financial Statements forming part of Annual Report

Committees of the Board during the financial year 2022-23 were accepted by the Board.

### Fees to Statutory Auditors

The total fees paid by the Company on a consolidated basis to M/s. Naik Mehta & Co., Chartered Accountants (FRN: 124529W), Statutory Auditor of the Company is Rs.45,00,000/- plus GST as applicable and reimbursement of actual out of pocket expenses.

### Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place a Prevention of Sexual Harassment Policy for Women in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act'). All women employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy.

During the year under review and pursuant to Rule 8(5)(x) of the Companies (Accounts) Rules, 2014, your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the POSH Act.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013



**Details of Material Subsidiaries**

Sr. No.	Name of Company	Date and Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory
1	Suumaya Agro Limited	September 26, 2020, Mumbai Maharashtra	Aniket Kulkarni & Associates	September 30, 2022
2	Suumaya Retail Limited	October 23, 2020, Mumbai Maharashtra	Aniket Kulkarni & Associates	September 30, 2022

**Compliance with non-mandatory requirements**      **Disclosure with respect to demat suspense account/unclaimed suspense account**

The following non-mandatory requirements under Part E of Schedule II of the Listing Regulations to the extent they have been adopted are mentioned below:

- i. **Modified Opinion in Auditors Report:** The Company's financial statements for the FY2022-23 are Unqualified.
- ii. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee. The Internal Auditor also participated in the meetings of the Audit Committee and also present internal audit observations to the Audit Committee.

The Company does not have any Shares lying in Demat Suspense Account or Unclaimed Suspense Account.

**CODES AS PER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations"), the Company has in place, The Insider Trading Prohibition Code formulated based on the principles set out in the PIT Regulations.

The Company also has in place the Policy and Procedure for inquiry in case of leak of UPSI or suspected leak of UPSI. Compliance Officer of the Company has been designated for dealing with dissemination of information and disclosure of UPSI.

Company Secretary of the Company has been designated as Compliance Officer for regulating, monitoring, trading and report on trading by the Insiders as required under the PIT Regulations and Insider Trading Prohibition Code of the Company.

**Certification from CEO and CFO**

The requisite certification from the Managing Director, in absence of CEO and CFO, in accordance with Regulation 17(8) read with Part B of Schedule II and Regulation 33 of the Listing Regulations certifying that the Financial Statements represents true and fair view of the Company's affairs and do not contain any untrue/misleading statement are placed before the Board of the Company.

**Transfer of Unpaid/Unclaimed Dividend/ Shares to Investor Education and Protection Fund/Authority**

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has uploaded the details of unpaid/unclaimed amounts lying with the Company as on September 30, 2022 (date of last AGM) on the Company's website at [www.suumaya.com](http://www.suumaya.com) and on the IEPF Authority's website [www.iepf.gov.in](http://www.iepf.gov.in).

**POLICIES AS PER THE LISTING REGULATIONS**

Pursuant to Regulation 9 of the Listing Regulations, the Company has adopted Policy on Preservation, Maintenance and Disposal of Documents which is hosted on the Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/14.-Preservation-of-Records-Policy-.pdf>.

Pursuant to Regulation 30 of the Listing Regulations, the Company has adopted Policy for determination of material events and archival of disclosures, which is hosted on the Company's website at <https://Suumaya.com/wp-content/uploads/2023/07/11.-Policy-on-Determination-of-Materiality-for-Disclosures.pdf>.

Further, as required under the Listing Regulations, the Board has authorised Mr. Ushik Mahesh Gala, Chairman and Managing Director, to determine materiality of an event/information in consultation with the Company Secretary and Chief Financial Officer of the Company and accordingly make appropriate disclosures to the Stock Exchanges as required under the Listing Regulations.

**MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report forms part of the Annual Report.

ANNEXURES TO CORPORATE GOVERNANCE REPORT

Compliance Certificate on Corporate Governance

To,  
The Members of  
Suumaya Industries Limited  
Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon East  
Mumbai 400063

We have examined the compliance of the conditions of Corporate Governance by Suumaya Industries Limited (‘the Company’) for the year ended on March 31, 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) for the period April 01, 2022 to March 31, 2023.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company the compliance of the conditions of the Corporate Governance for ensuring. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors, Officers and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (LODR) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Rinkesh Gala & Associates**  
Practicing Company Secretaries

Sd/-  
**Rinkesh Gala**  
**Proprietor**  
**ACS No.42486 | C.P. No.20128**  
**Peer Review No: 2768/2022**  
**UDIN: A042486E000789738**  
Place: Mumbai  
Date: August 11, 2023

Certificate of Non-Disqualification of Directors  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
SUUMAYA INDUSTRIES LIMITED  
Wing B, 20th Floor, Lotus Corporate Park,  
Western Express Highway, Goregaon East  
Mumbai 400063

We have examined the relevant Registers, Records, forms, returns and disclosures received from the Directors of Suumaya Industries Limited, having CIN: L18100MH2011PLC220879 and having registered office at Wing B, 20th Floor, Lotus Corporate Park, Western Express Highway, Goregaon East Mumbai 400063 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory.

Sr. No.	Name of Director	DIN	Date of Appointment
1.	Mr. Ushik Mahesh Gala	06995765	01-04-2020
2.	Ms. Archana Chirawawala	09721625	06-09-2022
3.	Mr. Ashutosh Chandra*	07687682	01-03-2023
4.	Mr. Deepak Jain	07987267	21-08-2020
5.	Mr. Ishtiaq Ali	02965131	25-10-2019
6.	Mr. Satish Khimawat	07769130	28-03-2017
7.	Mr. Sejal Doshi	08431221	25-10-2019
8.	Mr. Sharad Jain	01686035	11-01-2019
9.	Mr. Som Sagar	03021217	04-02-2023

\*Mr. Ashutosh Chandra resigned w.e.f. April 29, 2023

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Rinkesh Gala & Associates**  
Practicing Company Secretaries

Sd/-  
Rinkesh Gala  
Proprietor  
ACS No.42486 | C.P. No.20128  
Peer Review No: 2768/2022  
UDIN: A042486E000789782  
Place: Mumbai  
Date: August 11, 2023



**Declaration**

**[Pursuant to Part D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members of  
Suumaya Industries Limited

I, Ushik Mahesh Gala, Chairman and Managing Director of Suumaya Industries Limited (Formerly known as Suumaya Lifestyle Limited) declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2023.

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

**Place: Mumbai**  
**Date: August 11, 2023**

**Certification by Chief Executive Officer (CEO) / Chief Financial Officer (CFO) in terms of Regulation 17(8) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015**

I, the undersigned, in My respective capacities as Managing Director of Suumaya Industries Limited (“the Company”) to the best of my knowledge and belief, hereby certify that:

- A. I have reviewed financial statements and the cash flow statement for the year ended March 31, 2023, and that to the best of my knowledge and belief, I state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. I further state that to the best of my knowledge and belief, no transactions entered into by the listed entity during the year, which are fraudulent, illegal or violative of the listed entity’s code of conduct.
- C. I am responsible for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting of the Company and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the auditors and the Audit committee
  - 1. significant changes in internal control over financial reporting during the year;
  - 2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3. instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity’s internal control system over financial reporting.

**For Suumaya Industries Limited**

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

**Place: Mumbai**  
**Date: August 11, 2023**

**INDEPENDENT AUDITORS' REPORT  
TO THE MEMBERS OF SUUMAYA INDUSTRIES LIMITED  
Report on the Audit of the Standalone Ind AS Financial Statements**

# STANDALONE FINANCIALS STATEMENTS

## **Opinion**

We have audited the accompanying standalone Ind AS financial statements of Suumaya Industries Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

## **Basis for Opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

## **Emphasis of matter**

1. We draw your attention to Note 43(7) of the Standalone Financial Statements, which states that the Company has entered in Business Transfer Agreement to transfer its Agro Division/ Segment ("Undertaking"), together with all specified assets and liabilities and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an "as is where is" basis as on 28.02.2023, to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board. The same has been further classified under Other Current Assets pending allotment of investment shares.
2. We draw your attention to Note 43(8) of the Standalone Financial Statements, which states that in relation to Transfer of Agro Business undertaking to Suumaya Agro Limited, the company is required to restate the financial statement of the company to reflect the fair value of assets and liabilities transferred as if the business combination had been completed at the beginning of the earliest comparative period presented to reflect the true and fair view of restated financials in both acquirer and acquiree company. and as per the provision of para 9 of Appendix C of Ind AS 103, amounts in the financial statements has been restated. This includes restatement of statement of profit and loss also. Accordingly, the statement of profit and loss has been restated with effect from April 1 2021. Also, as per the provisions of Ind AS 103, the restatement will not be that of statement of profit and loss only but for entire financial statements including Balance Sheet, Cash Flow Statement, Statement of Changes in Equity, and other notes to accounts from the earliest preceding period presented (i.e. from April 1, 2021). Accordingly, the complete financial statements of the company has been restated and the necessary opinion from the Ind AS Practitioner has been sought to consider the effect to the said transaction.



3. We draw your attention to Note 43(16) of the Standalone Financial Statements, which states that the Company is carrying significant balances as trade and other receivables including amounts outstanding from earlier accounting periods which are outstanding for a period over 180 days as on March 31, 2023. Further the Company has created expected credit loss provision to the tune of INR 58.50 Crores in relation to recoverability of such debts after assessing the impact and status of such receivables with reference to the ageing profile, historical payment pattern, and the past record of the customer/ vendor.
4. We draw your attention to Note 43(17) of the Standalone Financial Statements, which states that the Company has received Income tax Demands for AY 16-17 and AY 17-18 against order u/s 147 of Income tax Act to the tune of INR 60.91 crores and INR 14.71 crores respectively wherein the Company has filed appeals against such orders post the prescribed time limit. However, based on Management evaluation and analysis of such orders and the validity of such demands it has not created any provision in regards to the same
5. We draw your attention to Note 43(14) of the Standalone Financial Statements, which states that the Company has created a provision for obsolete Inventory of INR 13.96 Crores in the Standalone Financial Statements in the month of March 2023. The Management has represented that the same is on account of material deterioration in quality stock items related to the Textile Segment which will be scrapped in the subsequent period. The Company has obtained an independent expert confirmation to validate and substantiate the obsolescence of such stock item and validate that the inventory is not marketable.
6. We draw your attention to Note 43(13) of the Standalone Financial Statements as per the information and explanation given by the management, the company had an unspent Corporate Social Responsibility (CSR) balance of INR 2.52 crores as March 31, 2022, which the company had decided to spend on ongoing projects, the law stipulates that s unspent amount which has to be spent on ongoing has to be transferred to a special bank account in compliance with the provision of sub-section (6) of section 135 of the Companies Act, 2013. However, the same has not been deposited by the company till the May 15, 2023 and resulted into non -compliance. As per Section 134(8) of the companies Act "Penalties for not discharging the duty of CSR", the company is liable for a penalty that would be twice the amount required to be transferred by the company to the specified fund under Schedule VII or the unspent CSR account, as the case may be, or 1 crore, whichever is less. As regards an officer of the company, the penalty would be 1/10th of the amount required to be transferred by the company to such fund or the unspent CSR account, as the case may be, whichever is less.
7. We draw your attention to Note 43(13) of the Standalone Financial Statements as per the information and explanation given by the management, the company has an unspent Corporate Social Responsibility (CSR) balance of INR 6.81 crores as March 31, 2023, which the company had decided to spend on ongoing projects, the law stipulates that any unspent amount which has to be spent on ongoing has to be transferred to a special bank account in compliance with the provision of sub-section (6) of section 135 of the Companies Act, 2013. However, the same has not been deposited by the company till the May 15, 2023 and resulted into non -compliance. As per Section 134(8) of the companies Act "Penalties for not discharging the duty of CSR", the company is liable for a penalty that would be twice the amount required to be transferred by the company to the specified fund under Schedule VII or the unspent CSR account, as the case may be, or 1 crore, whichever is less. As regards an officer of the company, the penalty would be 1/10th of the amount required to be transferred by the company to such fund or the unspent CSR account, as the case may be, whichever is less.
8. We draw attention to the standalone Financial Results, which indicates that the Company has incurred a loss of Rs 154.8 crores for the year ended March 31, 2023. Particularly during the last financial year, there has also been a significant decline in the Company's profits, an increase in their collection period resulting in breach of customer/ vendor/ assignment agreements. The above indicators of financial stress has also resulted in a substantial delay in payment of statutory dues as mentioned in Note 43(9) to the standalone financial results. This requires the Company to take effective steps to augment its capital base. On the Board Meeting held on February 04, 2023, the Company has proposed an internal restructuring scheme for the revival and growth of current operations and new business segments respectively. Under this Scheme the Company has proposed to increase the authorized share capital

from INR 75 crores to INR 125 crores thereby approved by the Shareholders on April 17, 2023 through e- voting by Postal Ballot. Further the Company has received commitments from the Promotor Group to provide Inter Corporate Deposits/ Loans to the tune of INR 200 crores as a personal guarantee for the outstanding statutory dues.

In the opinion of the Company, based on the financial projections prepared by the Company and approved by the Board for the next 3 years, the capital infusion plans, the Company will be able to realize its assets and discharge its liabilities in its normal course of business and hence the financial results have been prepared on a going concern basis. The said assumption of going concern is inter-alia dependent on the Company's ability to achieve improvements in profitability and liquidity.

9. We draw your attention to Note 43(9) of the Standalone Financial Statements that the Company has not yet paid the statutory dues as on March 31, 2023 to the tune of INR 289 crores with an ageing of 0-24 months consisting of Self-Assessment Income Tax dues in relation to FY 20-21 and FY 21-22, Professional Fees, ESIC dues, Professional Tax, Tax Deducted at Source and Tax Credited at Source

Further the Company has not yet filed tax audit return and audit report for FY 21-22 on account of the Income Tax Search that was conducted on the Company during July 2022 . The Company is further in process of submitting its reply against the Notice served u/s 148 of Income tax Act 1952.

Our opinion is not modified in respect of the above matters as stated under the Emphasis of Matter Paragraph

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Non Payment of Stautory Dues	Obtained details including ageing of various statutory dues payable by the Company to various authorities as at March 31, 2023 from the Management.
During the year, the Company has defaulted in depositing the following statutory dues with various authorities as on March 31, 2023	Confirmed the accuracy of the statutory dues payable as at March 31, 2023 to various authorities from the relevant documents, challans and ledger accounts maintained by the Company

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's report including annexures to the Board's report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Standalone Ind AS Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs of the Company, view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Charged with Governance are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements,

including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The standalone balance Sheet, the standalone statement of Profit and Loss including the statement of other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of accounts;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of Declaration received from the Directors at the beginning of the financial year and at the time of being appointed as director of the Company, none of the directors of the Company for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 38 to the standalone Ind AS financial statements;
  - ii. The Company did not have any long-term contracts as at March 31, 2023 for which there were any material foreseeable losses. The Company did not have any long-term derivative contracts as at March 31, 2023;
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 40 (A) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other



persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Company or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 40 (B) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (iv) (b) contain any material mis-statement

v. The company has not declared any final or interim dividend during FY 2022-23 and have not violated any rules mentioned under section 123 of Companies Act, 2013.

vi. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15, 2023  
UDIN : 23107896BGWMQC2843

## ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT

i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) Majority of the Company inventory had been lying at third party warehouses during the year due to which the Company has not been able to physically verify the inventory during the year. In our opinion, the frequency of verification is not adequate. We would not be able to comment on any material discrepancies noticed in absence of conduct of such physical verification procedures of the Inventory by the Company. In respect of inventories lying with third parties, these have substantially been confirmed by them and no material discrepancies were noticed in respect of such confirmations.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments, provided guarantee or security, granted loans and advances in the nature of loans, secured or unsecured to companies, limited liability partnership and other parties in respect of which the requisite information is as below:

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to entities as set out below:

Particulars	Guarantees	Security	Loans	Advances in the Nature of Loans
Aggregate amount remitted during the year				
Subsidiaries	-	-	0.27 Crores	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others	-	-	3.56 Crores	21.46 Crores
Balance outstanding as at balance sheet date				
Subsidiaries	-	-	-	-
Joint Ventures	-	-	-	-
Associates	-	-	-	-
Others	-	-	20.44 Crores	6.27 Crores

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, guarantees provided, security given during the year and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company. However, we are of the opinion that the terms and conditions of loans granted and advances in the nature of loans by the Company to all the corporates and firms (including subsidiaries) covered in the register maintained under Section 189 of the Companies Act, 2013, are prejudicial to the company's interest on account of the fact that no interest has not been collected on majority of these loans no interest has been charged on advances in the nature of loans for the FY 22-23 for the entire year. These advances are interest free which is unreasonable against the cost of funds to the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the terms for repayment of principal is on demand basis without any stipulated repayment schedule. However there have been no instances of payment of interest during the period 01<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023. Hence the repayments or receipts have not been regular, where applicable.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the repayment of principal is on demand basis without any stipulated repayment schedule and based on the Management representation they have not raised any demand for repayment of loans thereby there is no overdue amount for more than ninety days in respect of loans given.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted 100% of the loans granted and advances in the nature of loans on repayable on demand basis without specifying any terms or period of repayment.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 of the Companies Act, 2013 in respect of loans and advances given, have not been complied with for the advance granted to related parties where the directors/ relatives of directors are interested as the Company has not obtained special resolution in regards to the same to the tune of INR 22.01 crores. In our opinion and according to the information and explanation given to us, provisions of section 186 of the Companies Act 2013 in respect of in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.

(v) As per Rule 2(1)(C) of Companies (Acceptance of Deposit Rules), 2014 any amount received in the course of, or for the purposes of, the business of the company,-

as an advance for the supply of goods or provision of services accounted for in any manner whatsoever provided that such advance is appropriated against supply of goods or provision of services within a period of three hundred and sixty five days from the date of acceptance of such advance

Hence the Company has accepted deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) based on the above clause however they have not been treated as deposits by the Company. Accordingly, the provisions of clause 3(v) of the Order are not complied with in respect of such deemed deposits and Form DPT-3 has not been filed in regards to the same.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the same is not applicable to the company.

(vii)(a) Undisputed statutory dues including Goods and Services tax, provident fund, employees' state insurance, income-tax, TDS, TCS, cess have not been regularly deposited by the company with the appropriate authorities and there have been serious delays in a large number of cases in respect of TCS, TDS and Income Tax."

According to the information and explanations given to us, undisputed amounts payable in respect of employees' state insurance, income-tax, and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable as follows :-

Sr No	Name of the Statute	Nature of the Dues	Amount (INR)	Period to which the amount relates	Due Date Date of Payment	Date of Payment	Remarks
1	E m p l o y e e provident fund act 1952	Provident Fund Payment	0.13 Crores	November 2022 to February 2023	December 2022 to March 2023		Unpaid
2	Income Tax Act, 1961	TDS Payment	8.85 Crores	April 2021 to March 2023	May 2021 to April 2023		Unpaid
3	Income Tax Act, 1961	TCS Payment	5.53 Crores	June 2021 & April 2022 to March 2023	July 2021 & May 2022 to April 2023		Unpaid
4	E m p l o y e e s State Insurance Act, 1948	ESIC Payment	0.003 Crores	January 2023 to March 2023	February 2023 to April 2023		Unpaid
5	Profession Tax Act, 1975	Profession Tax Payment	0.01 Crores	April 2022 to March 2023	June 2023		Unpaid
6	Income Tax Act, 1961	Self Assessment Tax / Income Tax Demand	2.69 Crores	A.Y. 2019-20	31-03-2023		Unpaid
7	Income Tax Act, 1961	Self Assessment Tax / Income Tax Demand	79.68 Crores	A.Y. 2021-22	31-03-2023		Unpaid
8	Income Tax Act, 1961	Self Assessment Tax	180.42 Crores	A.Y. 2022-23	31-03-2023		Unpaid

(b) According to the records of the Company, there are no dues of goods and service tax, duty of customs and cess which have not been deposited on account of any dispute. The particulars of dues of income-tax, sales-tax on account of any dispute, are as follows:

Name of Statute	Nature of dues	Period to which the Amount relates	Amount under dispute (Rs in Crores)	Amount paid under protest (Rs in Crores)
Income Tax Act, 1961	Income Tax Demand	A.Y. 2016-17	44.76 Crores	0%
Income Tax Act, 1961	Income Tax Demand	A.Y. 2017-18	16.42 Crores	0%
Income Tax Act, 1961	Income Tax Demand	A.Y. 2018-19	0.14 Crores	0%
Income Tax Act, 1961	Income Tax Demand	A.Y. 2020-21	1.66 Crores	0%

(viii) ) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) In our opinion and according to the information and explanations given by the management, the Company has defaulted at in repayment of loans or borrowing to a financial institution or bank at a few



instances as listed below. The Company does not have any loan from Government. Further, the Company has not issued any debenture :-

Nature of borrowing including debt securities	Name of Lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any (Period Pertaining to)
Term Loan- Home Loan	Punjab National Bank	0.07 Crores	Both	110	April 22
		0.07 Crores	Both	118	May 22
		0.07 Crores	Both	121	June 22
		0.07 Crores	Both	121	July 22
		0.07 Crores	Both	120	August 22
		0.07 Crores	Both	122	September 22
		0.07 Crores	Both	101	October 22
		0.07 Crores	Both	78	November 22
		0.07 Crores	Both	52	December 22
		0.07 Crores	Both	21	January 23
		0.07 Crores	Both	31	February 23
		0.07 Crores	Both	0	March 23
Secured Loan- Car Loan	Yes Bank	0.01 Crores	Both	10	April 22
		0.01 Crores	Both	15	May 22
		0.01 Crores	Both	36	June 22
		0.01 Crores	Both	34	July 22
		0.01 Crores	Both	36	August 22
		0.01 Crores	Both	32	September 22
		0.01 Crores	Both	16	October 22
		0.01 Crores	Both	13	November 22
		0.01 Crores	Both	13	December 22
		0.01 Crores	Both	12	January 23
		0.01 Crores	Both	1	February 23
		0.01 Crores	Both	6	March 23
Secured Loan	Hewlett Packard Financial Services India Pvt Ltd	2.59 Crores	Both	230	May 2022 to July 2022
		2.59 Crores	Both	151	August 2022 to October 2022
		2.59 Crores	Both	59	November 2022 to January 2023
Secured Loan	Hewlett Packard Financial Services India Pvt Ltd	1.37 Crores	Both	123	April 2022 to June 2022
		1.37 Crores	Both	182	July 2022 to September 2022
		1.37 Crores	Both	90	October 2022 to December 2022

		1.37 Crores	Both	0	January 2023 to March 2023
Bill Discounting	Equentia Financial Services Private Limited	0 Crores	Both		
Bill Discounting	Equentia Financial Services Private Limited	0 Crores	Both		
Bill Discounting	Incred Financial Services Limited	3.56 Crores**	Both		

\*\* The promoter have pledged his shares to the NBFC and the NBFC have sold the shares pledged, but the charge on the assets is still not released by the NBFC.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long-term purposes by the Company

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised money by issue and allotment of convertible warrants including partial conversion to Promoter and member of Promoter Group on Preferential basis during the year under review.

(xi) (a) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the standalone IND AS financial statements, as required by the applicable accounting standards.

(xiv) (a) In our opinion and based on our examination, though the company is required to have an internal audit system under section 138 of the Act, it does not have the same established for the year. Also refer Annexure 2

to the Independent Auditors’ Report on the Standalone Financial Statements

(b) The Internal Auditor was appointed on November 14, 2023 by the Board of the Company and the Internal Audit Report for Quarter 1, 2 and 3 was placed before the Audit Committee and Board for their consideration on February 04, 2023. However the auditor has not issued a report for Quarter 4 for FY 22-23 pertaining to the limitation we have not been able to consider the same during the period under audit.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) (c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable

(xvii) The Company has incurred cash losses in the current year of INR 154.08 crores and in the immediately preceding financial year of INR 296.13 crores on account of Business Transfer Arrangement for sale of undertaking to subsidiary company.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the Board Meeting held on February 04, 2023, the Company has proposed an internal restructuring scheme for the revival and growth of current operations and new business segments respectively. Under this Scheme the Company has proposed to increase the authorized share capital from INR 75 crores to INR 125 crores thereby approved by the Shareholders on April 17, 2023 through e- voting by Postal Ballot. Further the Company has received commitments from the Promotor Group to provide Inter Corporate Deposits/ Loans to the tune of INR 200 crores as a personal guarantee for the outstanding statutory dues. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In respect of ongoing projects, the company has not transferred unspent amount to a special account in compliance with sub-section (6) of section 135 of the said Act the details of which are as follows:

Relevant Financial year	Amount identified for spending on Corporate Social Responsibility activities for “Ongoing Projects”	Unspent amount of (b)	Amount Transferred to Special Account u/s 135(6)	Due date of transfer to the account	Actual date of transfer to the account	Number of days of delay
2021-22	INR 2.73 crores	INR 2.52 crores	Nil	30-04-2022	Not Applicable	380 days*
2022-23	INR 6.81 crores	INR 2.53 crores	Nil	30-04-2023	Not Applicable	15 days*

\* As on Date of Audit Report – 15th May 2023

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15, 2023  
UDIN : 23107896BGWMQC2843



**ANNEXURE 2 TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SUUMAYA INDUSTRIES LIMITED**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Suumaya Industries Limited (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s Management and Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

**Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements**

A Company’s internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that :-

- 1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- 3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Financial Statements**

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Basis for Disclaimer of Opinion**

According to the information and explanations given to us, the Company has not established its internal financial control over financial reporting on criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India

**Disclaimer of Opinion**

Due to significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion whether the Company had adequate Internal Financial Controls over Financial Reporting and whether such internal financial controls were operating effectively as at March 31, 2023. Accordingly, we do not express an opinion on the Company’s Internal Financial Control over Financial Reporting

**Explanatory Paragraph**

The above stated disclaimer of opinion was considered in determining the nature, timing and extent of audit tests applied in our audit of standalone financial statements of the Company for the year ended March 31, 2023 and this report does not affect our report of even date which expressed an opinion on those standalone financial statements

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15, 2023  
UDIN : 23107896BGWMQC2843

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# STANDALONE BALANCE SHEET

For the Year Ended 31st March, 2023  
*(All amounts in INR Crores, unless otherwise stated)*

	Particulars	Note No.	As at March 31, 2023	As at March 31, 2022
(I)	ASSETS			
(A)	Non-current assets			
(a)	Property, plant and equipment	3	27.59	31.78
(b)	Right-of-use assets	4	5.02	16.08
(c)	Goodwill	5	-	-
(d)	Other intangible assets	5	3.14	1.35
(e)	Intangible assets under development	5(a)	-	1.75
(f)	Financial assets			
	i. Investments	6	42.08	41.46
	ii. Loans	7(C)	-	-
	iii. Other financial assets	7(B)	0.94	2.84
(g)	Income tax asset	8	1.76	0.09
(h)	Other non-current assets	9	0.83	0.83
	<b>Total non-current assets</b>		<b>81.37</b>	<b>96.18</b>
(B)	Current assets			
(a)	Inventories	10	17.46	5.87
(b)	Financial assets			
	i. Investments	6(a)	0.06	0.31
	ii. Trade receivables	11	35.71	57.99
	iii.Cash and cash equivalents	12(a)	2.14	2.21
	iv. Bank balances other than (iii) above	12(b)	1.51	1.45
	v. Loans	7(A)	21.19	20.20
	Other financial assets	13	192.01	218.96
(c)	Income tax asset	14	-	-
(d)	Other current assets	9	890.82	25.71
	<b>Total current assets</b>		<b>1,160.90</b>	<b>332.71</b>
	<b>TOTAL ASSETS</b>		<b>1,242.26</b>	<b>428.89</b>
(II)	EQUITY AND LIABILITIES			
(A)	Equity			
(a)	Equity share capital	15(A)	61.14	30.57
(b)	Other equity	15(B)	672.86	35.73
	<b>Total equity</b>		<b>734.00</b>	<b>66.30</b>
(III)	LIABILITIES			
(A)	Non-current liabilities			
(a)	Financial liabilities			
	i. Borrowings	16	2.97	3.67
	ii. Lease liabilities	4	4.16	12.97
(b)	Deferred tax liabilities (Net)	29(b)	1.42	1.14
(c)	Provisions	21	-	-
	<b>Total non-current liabilities</b>		<b>8.55</b>	<b>17.78</b>
(B)	Current liabilities			
(a)	Financial liabilities			
	i. Borrowings	16	61.68	45.97
	ii. Lease liabilities.	4	1.33	3.00
	iii. Trade payables			
	-total outstanding dues of micro enterprises and small enterprises	17	0.34	0.09
	-total outstanding dues of creditors other than micro enterprises and small enterprises		67.72	53.32
	iv. Other financial liabilities	18	-	0.02
(b)	Income tax liabilities	19	251.51	221.65
(c)	Other current liabilities	20	12.88	18.52
(d)	Provisions	21	104.25	2.24
	<b>Total current liabilities</b>		<b>499.72</b>	<b>344.81</b>
	<b>Total liabilities</b>		<b>508.26</b>	<b>362.58</b>
	<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,242.26</b>	<b>428.89</b>

The accompanying notes are integral part of these Standaloned financial statements.  
This is the Standaloned Balance Sheet referred to in our report of even date.

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQC2843

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
**Suumaya Industries Limited**  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary

# STANDALONE STATEMENT OF PROFIT & LOSS

For the Year Ended 31st March, 2023  
*(All amounts in INR Crores, unless otherwise stated)*

Particulars		Note	Year ended	Year ended
			31.03.2023	31.03.2022
			(Audited)	(Audited)
1	Revenue from operations	22	22.26	155.43
2	Other income	23	14.08	5.35
3	TOTAL REVENUE (1+2)		36.34	160.78
4	Expenses			
	(a) Cost of raw materials consumed			-
	(b) Purchases of stock-in-trade	24	33.99	93.81
	(c) Changes in inventories of finished goods (including stock-in-trade) and work-in-progress	25	(11.58)	75.92
	(d) Employee benefit expenses	26	0.37	0.24
	(e) Finance costs	27	2.78	2.81
	(f) Depreciation and amortisation expense	28	0.98	1.02
	(g) Other expenses	29	164.57	3.80
	TOTAL EXPENSES (4a to 4g)		191.10	177.60
5	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (3-4)		(154.77)	(16.82)
	Exceptional items		-	279.33
6	PROFIT BEFORE TAX		(154.77)	(296.15)
7	Tax expense			
	(a) Current tax	30	-	-
	(b) Deferred tax credit/(charge)		-	-
	TOTAL TAX EXPENSE (7a + 7b)		-	-
8	PROFIT FOR THE PERIOD (6-7)		(154.77)	(296.15)
9	OTHER COMPREHENSIVE INCOME (OCI)			
	(a) Items that will not be reclassified to profit and loss		-	-
	(b) Items that will be reclassified to profit and loss		-	-
10	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (8+9)		(154.77)	(296.15)
11	Paid-up equity share capital (Face Value ₹10/- each)		61.14	30.57
12	Earnings per share, FV of ₹ 10/- each (not annualised except for year ended March 31, 2022 and March 31, 2021)			
	(a) Basic (in ₹)	31	(2.53)	(9.69)
	(b) Diluted (in ₹)		(2.53)	(4.69)

The accompanying notes are integral part of these Standaloned financial statements.

This is the Standaloned profit and loss referred to in our report of even date.

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQC2843

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
**Suumaya Industries Limited**  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary



# STANDALONE STATEMENT OF CASH FLOW

For the Year Ended 31st March, 2023  
*(All amounts in INR Crores, unless otherwise stated)*

Particulars	As on 31 March 2023	As on 31 March 2022
CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	(154.77)	(296.15)
Adjustments :		
Depreciation and amortisation expense	0.98	1.02
Interest income	(2.88)	(0.93)
Dividend Income	(0.00)	(1.00)
Other income	(11.19)	(3.42)
Finance cost	2.78	2.81
Provision/write off/reversal for doubt trade receivables or advances	58.51	-
Sundry balances written off	36.86	0.10
Sundry balances written back	(10.76)	(0.03)
Provision for stock	13.96	-
Provision for doubtful debts	-	0.40
Stock write off	-	279.33
Sale of Division to Subsidiaries	786.46	88.54
Operating profit before working capital changes	719.96	70.68
Adjustments for change in working capital:		
Decrease/(Increase) in Inventories	(11.58)	84.11
Decrease /(Increase) in Trade receivables	22.28	409.03
Decrease/ (Increase ) in Loans	(0.98)	(3.65)
Decrease/ (Increase ) in Other financial assets	26.95	(187.13)
Decrease/ (Increase ) in Investment	0.24	(0.31)
Decrease/ (Increase) in Other current assets	(853.43)	22.50
Decrease/ (Increase) in Other non - current assets	-	-
(Decrease) / Increase in Trade payables	14.66	(391.44)
(Decrease) / Increase in Other financial liabilities	(0.02)	(1.48)
(Decrease) /Increase in Other current liabilities & Provisions	107.65	2.59
Less: Taxes paid	-	-
Net cash inflow / (outflow) from operating activities	25.72	4.90
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipments	(11.41)	(40.93)
Purchase of intangibles under development	(1.81)	(1.40)
Investment in subsidiaries	(0.40)	(3.36)
Investment in others	0.22	(31.90)
Interest income	2.88	0.93
Redemption/Investment in bank deposits	0.00	8.55
Net cash inflow / (outflow) from investing activities	(10.51)	(68.10)
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of share warrants	-	18.74
Proceeds/repayments from borrowings (net)	(0.69)	(12.88)
Principal repayment of lease liability	(11.81)	12.47
Finance cost	(2.78)	(2.81)
Payment of dividend	-	(2.36)
Net cash inflow / (outflow) from financing activities	(15.28)	13.15
Net Increase/(Decrease) in cash and cash equivalents	(0.08)	(50.04)
Add : Cash and cash equivalents at beginning of the year	2.21	52.25
Cash and cash equivalents at end of the year	2.14	2.21

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

For & behalf of the Board of Directors of  
Suumaya Industries Limited  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQC2843  
Mumbai. May 15, 2023

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director  
  
Sd/-  
Meghal Mehta  
Company Secretary

# STANDALONE STATEMENT OF CHANGES IN EQUITY

For the Year Ended 31st March, 2023  
*(All amounts in INR Crores, unless otherwise stated)*

## A. Equity share capital

Particulars	Number of shares	Amount
As at March 31, 2021	3,05,67,655	30.57
Issued during the year under warrants	3,05,67,655	30.57
As at March 31, 2022	6,11,35,310	61.14
Issued during the year	-	-
As at March 31, 2023	6,11,35,310	61.14

## B. Other equity

Particulars	Reserves and surplus				Total other equity
	Securities premium	Retained earnings	Capital Reserve	Equity Component of Other Financial Instruments (Share Warrants)	
Balance as at March 31, 2021	27.48	370.74		10.76	408.97
Profit for the year	-	(296.15)		-	(296.15)
Other comprehensive income	-	-		-	-
Total comprehensive income for the year	-	(296.15)	-	-	(296.15)
Premium amount from conversion of warrants	16.25				16.25
Agro Business Carry forward Profit From Previous Period		(177.66)			(177.66)
Transfer of warrants into shares				(4.69)	(4.69)
Capital Reserve generated on account of BTA			91.37		91.37
Interim Dividend		(1.63)			(1.63)
Final Dividend		(0.72)			(0.72 )
Balance as at March 31, 2022	43.73	(105.43)	91.37	6.07	35.73
Profit for the year	-	(154.77)	-	-	(154.77)
Total comprehensive income for the year	-	(154.77)	-	-	(154.77)
Reversal of Unrealised Profit	-		(3.47)		(3.47)
Profit on Account of BTA			13.14		13.14
Warrants Forfeited	-	6.07		(6.07)	-
Issue of Bonus	-	(30.57)			(30.57)
Capital Reserve generated on account of BTA	-		812.80		812.80
Premium amount from Conversion of Warrants	-				-
Balance as at March 31, 2023	43.73	(284.70)	913.84	-	672.86

The accompanying notes are integral part of these financial statements.

This is the statement of changes in equity referred to in our report of even date.

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

For & behalf of the Board of Directors of  
Suumaya Industries Limited  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQC2843  
Mumbai. May 15, 2023

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director  
  
Sd/-  
Meghal Mehta  
Company Secretary

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

## 1. Company information

Suumaya Industries Limited (formerly known as Suumaya Lifestyle Limited) (the “Company”), is a public limited company domiciled in India. The equity shares of the Company are listed on the National Stock Exchange (NSE) in India. The registered office of the Company is located at Gala No.5F/D, Malad Industrial Units Coop Society Limited, Kachpada, Ramchandra Lane Extension, Malad (W) Mumbai, Maharashtra - 400064. The Registered office of company was changed on 30/05/2022 as now its located at Near Jai Coach, 20th Floor, Wing A B and F, 2001 to 2002, Lotus Corporate Park, Western Express Highway, Goregaon East, Mumbai, Maharashtra-400063. It was further changed to 20th floor, Wing -B, Lotus Corporate Park, Western Express Highway, Goregaon (East. Mumbai. Maharashtra- 400063 on 12/04/2023.

The Company is engaged in the business of textile, medical textile and agri trading.

The financial statements of the Company for the year ended 31st March, 2023 were approved for issue in accordance with the resolution of the Board of Directors on May 15, 2023.

## 2A Summary of significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### a. Basis of preparation

#### i. Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to and including year ended March 31, 2023 were prepared in accordance with the accounting standards as prescribed under Section 133 of the Companies Act 2013 (‘the Act’) read with rule 7 of the Companies (Accounting) Rules, 2014, the provisions of the Companies Act 2013 (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI) and other relevant provisions of the Act.

#### ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

#### iii. Current - non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

## Operating cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has identified twelve months as its operating cycle.”

## b. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Financial Officer(CFO) of the Company. The CFO, who has the ability to evaluate financial performance and position of the Company and who allocates resources, is the Chairman and Managing Director of the Company.

Refer Note 35 for segment information provided

## c. Foreign currency translation

### i. Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (‘the functional currency’). The financial statements are presented in Indian rupee (INR), which is the Company’s functional and presentation currency.

### ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.



## NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

### d. Revenue recognition

The Company derives revenues primarily from sale of products. Revenue from contracts with customers is recognised when control of the products are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those products.

#### Revenue from sale of products:

Revenue from the sale of products is recognized at the point in time when control of the products is transferred to the customer, which generally coincides with dispatch. Revenue is measured at the contracted price of the consideration received or receivable net of returns and allowances, trade discounts and volume rebates.

### e. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

## NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

### f. Leases - as a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Company is a lessee, it has elected not to separate lease and non-lease components and instead account for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company :

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

As a practical expedient of Ind AS 116 “Leases”, the Company has considered Covid-19-related rent concessions not to be lease modification, hence the income towards rent concession is recognised in Other Income” in the statement of profit and loss account.”

## g. Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the group; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest’s proportionate share of the acquired entity’s net identifiable assets. Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred;
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.”

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity’s incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehensive income, as appropriate.

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

## h. Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## i. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## j. Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

## k. Inventories

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on a “Weighted Average Cost” basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

## l. Investments and other financial assets

### i. Classification



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.”

ii. Recognition

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Company commits to purchase or sell the financial asset.

iii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses if any, are presented as separate line item in the statement of profit and loss.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses are presented as a separate line item in statement of profit and loss.

- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company’s management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Company’s right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.”

iv. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 32 details how the Company determines whether there has been a significant increase in credit risk.

The Company does not envisage either impairment in the value of receivables from beneficiaries or loss due to time value of money due to delay in realization of trade receivables.”

v. Derecognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

vi. Income recognition

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Dividends

Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.”

m. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

n. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. Historical cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2019 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is calculated using written-down value method over the useful life of the asset estimated by the management. Depreciation on additions is provided on a pro rata basis from the month of installation or acquisition. Depreciation on deletions/ disposals is provided on a pro rata basis up to the month preceding the month of deletions/ disposals. The management believes that these estimated useful lives reflect fair approximation of the period over which the assets are likely to be used. The Company has used the following rates to provide depreciation on its tangible fixed assets:

Assets	Useful lives followed by company	Useful lives prescribed in Schedule II of the Companies Act, 2013
Plant and machinery	15 years	15 years
Furniture and fixtures	10 years	10 years
Vehicles	10 years	8 years
Office equipment	15 years	5 years
Computers	3 years	3 years
Computer Servers	6 years	6 years
Immovable asset	60 years	60 years

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The useful lives of few assets have been determined based on technical evaluation done by the management’s expert which are higher than those specified by Schedule II to the Companies Act 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

o. Intangible assets

i. Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

ii. Computer software

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

iii. Amortisation methods and periods

The Company amortises intangible assets using the straight-line method over the following periods:

Asset	Useful lives followed by company
Computer software	6 years

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2019 measured as per the previous GAAP and used that carrying value as the deemed cost of intangible assets.

p. Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

q. Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

r. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

s. Provisions and contingent liabilities

**Provisions:** Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. “

**Contingent liabilities:** Contingent liabilities are disclosed when there is a possible obligation arising from

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

**t. Contributed equity**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.”

**u. Dividends**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

**v. Earnings per share**

**i. Basic earnings per share**

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year. (Note 31)

**ii. Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares. (Note 31)

**w. Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated. The figure 0.00 wherever stated represents value less than Rs.50,000.

**2B Critical estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company’s

# NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

accounting policies.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

- The areas involving critical estimates of judgements are:
- Estimation of current tax expense and current tax payable - Note 30
- Estimated useful life of tangible and intangible asset - Note 3, 5
- Recognition of revenue and allocation of transaction price - Note 22
- Recognition of deferred tax assets for carried forward tax losses - Note 30
- Determination of lease term and estimation of amount payable under residual value guarantees - Note 4

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**2C BTA - Note**

Company has entered in Business Transfer Agreement with its subsidiary Suumaya Agro Limited to sell off its Agro Division/ Segment(“Undertaking”), together with all specified tangible and intangible assets and liabilities, and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an “as is where is” basis as on 28.02.2023 ,to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value approximately of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board.. The same has been further classified under Other Current Assets pending allotment of investment shares.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note 3- Property, plant and equipment							
Particulars	Furniture and fixture	Computer	Plant and Equipment	Office equipment	Vehicle	Building	Total
Year ended March 31, 2022							
Gross carrying amount							
Opening gross carrying amount	0.60	0.20	2.23	0.04	0.63	5.05	8.75
Additions	-	21.90	-	2.24	-	-	24.14
Disposals and transfers	-	0.05	-	0.00	-	-	0.05
Closing gross carrying amount	0.60	22.05	2.23	2.28	0.63	5.05	32.84
Accumulated depreciation							
Opening accumulated depreciation	0.12	0.05	0.25	0.03	0.07	0.04	0.56
Depreciation charge during the year	0.06	0.15	0.08	0.07	0.06	0.08	0.50
Disposals and transfers	-	-	-	-	-	-	-
Closing accumulated depreciation	0.18	0.20	0.33	0.10	0.13	0.12	1.06
Net carrying amount as at March 31, 2022	0.42	21.85	1.90	2.18	0.50	4.93	31.78
Year ended March 31, 2023							
Gross carrying amount							
Opening gross carrying amount	0.60	22.05	2.23	2.28	0.63	5.05	32.84
Additions	-	-	-	0.05	-	-	0.05
Disposals and transfers	-	-	-	-	-	-	-
Closing gross carrying amount	0.60	22.05	2.23	2.33	0.63	5.05	32.89
Accumulated depreciation							
Opening accumulated depreciation	0.18	0.20	0.33	0.10	0.13	0.12	1.06
Depreciation charge during the year	0.06	3.84	0.15	0.05	0.06	0.08	4.24
Disposals and transfers	-	-	-	-	-	-	-
Closing accumulated depreciation	0.24	4.05	0.48	0.14	0.19	0.20	5.30
Net carrying amount as at March 31, 2023	0.36	18.00	1.75	2.19	0.44	4.85	27.59

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note 4 - Leases		
Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17.		
Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors.		
Effective April 1, 2019 the Company adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on April 1, 2019. There is no impact on retained earnings as on April 1, 2019.		
A contract is, or contains, a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. The Company has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standards to its leases, prospectively, applying the standards on initial application without making any adjustment to opening balance of retained earnings.		
The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.90%. This note provides information for leases where the company is a lessee. The company leases various spaces in malls and godowns. Rental contracts are typically made for fixed periods of 2 years to 5 years, but may have extension option as described in (ii) below.		
i) Amounts recognised in Balance Sheet		
The balance sheet shows the following amount relating to leases:		
Particulars	As at March 31, 2023	As at March 31, 2022
Right-of-use assets		
Premises	5.02	16.08
Total	5.02	16.08
Lease liabilities		
Current	1.33	3.00
Non-current	4.16	12.97
Total	5.49	15.97
a) Extension and Termination options		
Extension and Termination options are sometimes included in leases of the Company. Extension options held by the Company have not been included in the lease liabilities only when the Company could replace the asset without significant cost or disruption to business operations or it is reasonably certain that the Company will not extend the lease. The Company continues to make this assessment on ongoing basis for any change. The majority of extension and termination options held are exercisable only by the Company and not by the respective lessor.		
b) Practical expedient applied		
"While applying Ind AS 116 on the transition date, the Company has adopted following practical expedients available in the standard as on transition date:"		
- the Company has utilized the exemptions provided for short-term leases (less than a year).		
- initial direct costs are excluded from the measurement of right-of-use assets at the date of initial application.		
- the Company has used a single discount rate to a portfolio of leases with reasonably similar characteristics.		

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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- the Company has applied practical expedients on not to separate non-lease component from leases on initial application and instead accounts for these as a single lease component."
- using hindsight in determining the lease term where the contract contains options.

Note 5 - Goodwill and other intangible assets		
Particulars	Goodwill	Computer software
Year ended March 31, 2022		
Gross Carring Amount		
Opening gross carrying amount	0.05	0.01
Additions	-	1.40
Disposals and transfers	0.05	-
Closing gross carrying amount	-	1.41
Accumulated amortization		
Opening accumulated amortization	-	-
Amortization charge during the year	-	0.06
Closing accumulated amortization	-	0.06
Net carrying amount as at March 31, 2022	-	1.35
Year ended March 31, 2023		
Gross Carring Amount		
Opening gross carrying amount	-	1.41
Additions		1.81
Disposals and transfers		-
Closing gross carrying amount	-	3.22
Accumulated amortization		
Opening accumulated amortization	-	0.06
Amortization charge during the year	-	0.01
Closing accumulated amortization	-	0.07
Net carrying amount as at March 31, 2023	-	3.14

Note 5(a) - Intangible assets under development		
Particulars	As at March 31, 2023	As at March 31, 2022
SAP Underdevelopment	-	1.40
Software Underdevelopment	-	0.35
	-	1.75

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note 6 - Investments (Non-Current)		
Particulars	As at March 31, 2023	As at March 31, 2022
Investment in subsidiaries: (carried at cost)		
Unquoted		
50,00,000 fully paid equity shares of Rs. 10 each of Suumaya Protective Texcorp Limited	5.00	5.00
10,00,000 fully paid equity shares of Rs. 10 each of Summaya Retail Limited	1.00	1.00
27,00,000 (March 31, 2022 : 27,00,000) fully paid equity shares of Rs. 10 each of Suumaya Capital Limited.	2.70	2.70
1,50,000 (March 31, 2022: 1,50,000) fully paid shares of Rs. 10 each of Suumaya Foundation	0.15	0.15
2,50,000 (March 31, 2022: 2,50,000) fully paid shares of Rs. 10 each of Suumaya Infotech Private Limited	0.25	0.25
6,996 (March 31, 2022: 6,996) fully paid shares of Rs. 10 each of Suumaya Innovations Limited	0.01	0.01
50,00,000 (March 31, 2022: 25,00,000) fully paid shares of Rs. 10 each of Suumaya Trans Logistics Limited	0.50	0.25
10,00,000 (March 31, 2022: 10,00,000) fully paid equity shares of Rs. 10 each of Summaya Agro Limited	1.00	1.00
Investment in Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP), 64% contribution (March 31, 2021: 64% contribution)	-	0.00
10,00,000 (March 31, 2022: Nil) fully paid equity shares of Rs. 10 each of Summaya Industries PTE Ltd	0.15	-
Other investments :		
Convertible Debentures	31.00	31.00
(Zero Coupon CCD)		
Other investments :	0.32	0.10
Total (Equity instruments)	42.08	41.46
Total non-current investments	42.08	41.46
Aggregate amount of Unquoted investments	42.08	41.46

Note 6 (a) - Investments (Current)		
Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate amount of Quoted investments	0.06	0.31
	0.06	0.31

Note 7 - Loans & Other financial assets		
Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Loans to others	14.87	20.17
Loan to subsidiaries	-	0.02
Loans to related parties	6.32	0.01
Security deposits	-	-
Total (A)	21.19	20.20



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Other financial assets		
Security deposits	0.94	2.84
Total (B)	0.94	2.84
Non-Current		
Security deposits	-	-
Total (C)	-	-
Note 8 - Income Tax Asset		
Particulars	As at March 31, 2023	As at March 31, 2022
Income tax paid for appeal	1.76	0.09
Total	1.76	0.09
During the year, Income tax paid for appeal has been reclassified from current Income tax asset to non-current income tax asset.		
Note 9 - Other assets		
Particulars	As at March 31, 2023	As at March 31, 2022
Non Current		
Capital advances	-	-
Investment in gold	0.83	0.83
Total other non-current assets	0.83	0.83
Current		
Investment in gold	-	-
Advance to supplier	4.33	7.57
Prepaid expense	-	-
GST recoverable	7.92	7.67
Receivable from Subsidiary	875.00	-
Other asset	3.57	0.44
Advance to related party	-	10.04
Total other current assets	890.82	25.71
During the year, investment in gold has been reclassified from other current asset to other non-current asset.		
Note 10 - Inventories		
Particulars	As at March 31, 2023	As at March 31, 2022
Stock in trade	-	1.38
Finished goods	17.46	4.49
Total	17.46	5.87
Note 11 - Trade receivables		
Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good - secured	-	-
Trade receivables considered good - unsecured	6.59	28.35
Trade receivables - related parties (Refer note 35)	29.12	29.64
Total	35.71	57.99
Current portion	35.71	57.99

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Transferred Receivables

The carrying amounts of the trade receivables include receivables which are subject to a factoring arrangement. Under this arrangement, the Company has transferred the relevant receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables. However, the Company has retained late payment and credit risk. The Company therefore continues to recognise the transferred assets in their entirety in its balance sheet. The amount repayable under the factoring agreement is presented as borrowings. The Company considers that the held to collect business model remains appropriate for these receivables and hence continues measuring them at amortised cost.  
The relevant carrying amounts are as follows:

Trade Receivables ageing schedule: As at 31.03.2023						
Particulars	Outstanding for following periods from the date of payment					
	Less than 6 months	6 m to 1 Yr	1 - 2 Yr	2-3 Yrs	More than 3 years	Total
(i) Undisputed trade receivables- considered good	10.88	6.12	18.71	-		35.71
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
As at 31.03.2022						
Particulars	Outstanding for following periods from the date of payment					
	Less than 6 months	6 m to 1 Yr	1 - 2 Yr	2-3 Yrs	More than 3 years	Total
(i) Undisputed trade receivables- considered good	30.64	10.78	16.46	0.01		57.89
(ii) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade receivables - considered good	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered doubtful	-	-	-	-	-	-
Note 12(a) - Cash and cash equivalents						
Particulars		As at March 31, 2023		As at March 31, 2022		
Cash on hand		1.82		1.44		
Balances with banks		-				
-in current account		0.31		0.82		
Total		2.14		2.25		





NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

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The Company had allotted 98,00,000 Convertible Warrants at an issue price of Rs.75/- per Convertible Warrants (“Warrants”), on Preferential basis, to Ms. Ishita Gala and Mr. Ushik Mahesh Gala, persons belonging to Promoter and Promoter Group Category (“Warrant holders”) during FY 2020-21. In accordance with Chapter V of ICDR Regulations, the Warrant holders are entitled to exercise the right attached to the said Warrants and subscribe to one Equity Share each against each Warrant, within a period of 18 months from the date of allotment of such warrants, i.e., on or before July 06, 2022. 65,59,655 Warrants had been converted during FY 21-22 and allotment of Equity Shares in lieu of Warrants was made. The remaining 32,40,345 Warrants stand cancelled/lapsed and the consideration of Rs.6,07,56,469/- being 25% of consideration amount as per ICDR Regulations, received from the Warrant holders towards allotment of said Warrants, was forfeited by the Company in accordance with the terms of the said Warrants and as per the provisions of ICDR Regulations.

Therefore, by virtue of above cancellation/lapse of 32,40,345 Convertible Warrants, the equivalent number of Bonus Share issued to and as reserved for allotment to the Warrants holders also stood automatically cancelled.

The Board of Directors of the Company had recommended issuance of Bonus shares to the shareholders of the Company on February 21, 2022 in the ratio of 1:1 and subsequent to the approval of Shareholders through Postal Ballot (E-Voting) held on March 26, 2022, the Executive Committee of the Board of Directors of the Company had approved the allotment of 30567655 (Three Crore Five Lakh Sixty-Seven Thousand Six Hundred and Fifty-Five only) Equity Shares of Rs. 10/- each as fully paid up, in the ration of 1:1, to the members whose name appear in the registrar of members/list of beneficial owners as on April 01, 2022, being the record date fixed for this purpose.

Note 15(B) - Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
Securities premium	43.73	43.73
Retained earnings	(284.70)	(105.43)
Capital Reserve	913.84	91.37
Equity component - convertible share warrants	-	6.07
<b>Total</b>	<b>672.86</b>	<b>35.73</b>

(a) Securities premium

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	43.73	27.48
Premium amount from conversion of warrants	-	16.25
<b>Closing balance</b>	<b>43.73</b>	<b>43.73</b>

(b) Capital Reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	91.37	-
Reversal of Unrealised Profit	(3.47)	
Profit on Account of BTA	13.14	
Capital Reserve generated on account of BTA	812.80	91.37
<b>Closing balance</b>	<b>913.84</b>	<b>91.37</b>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

(All amounts in INR Crores, unless otherwise stated)

C) Retained earnings		
Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	(105.43)	370.74
Agro Business Carry forward Profit From Previous Period		(177.66)
Profit for the period	(154.77)	(296.15)
Interim Dividend	-	(1.63)
Final Dividend	-	(0.72)
Bonus Share Issued	(30.57)	-
Share Warrant Forefeited	6.07	-
<b>Closing balance</b>	<b>(284.70)</b>	<b>(105.43)</b>

Notes - Bonus share were issued during the period before conversion of Retained Earning to Capital Reserves on account of BTA

c) Equity component - Convertible Share Warrants

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	6.07	10.76
Issue of warrants	-	-
Share Warrant Forfitted	(6.07)	
Transfer of warrants into shares		(4.69)
<b>Closing balance</b>	<b>-</b>	<b>6.07</b>

Nature and purpose of reserve

(a) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(b) Retained earnings

Retained Earnings are profits that the Company has earned till date less transfer to General Reserve, dividend or other distribution or transaction with shareholders.

Note 16 - Borrowings

Particulars	As at March 31, 2023		As at March 31, 2022	
	Current	Non Current	Current	Non Current
<b>Secured</b>				
Factored receivables	-	-		-
Working capital demand loan	-	-		-
<b>Indian Rupee loan from banks</b>				
Vehicle Loans	-	0.39	-	0.44
Term Loans	-	2.58	-	3.23
<b>Unsecured</b>				
Indian Rupee loan from banks	-	-	-	-
Loans from Others	6.50		6.73	
Supplier Financing	22.05	-	20.73	-
Loans from related parties	33.12	-	18.51	-
<b>Total</b>	<b>61.68</b>	<b>2.97</b>	<b>45.97</b>	<b>3.67</b>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

(All amounts in INR Crores, unless otherwise stated)

Repayment terms and security disclosure for the outstanding Borrowings					
Particulars	Maturity date	Terms of repayment	Interest rate	Asset pledged as security	
Current Borrowings					
Factored receivables	-	-	Interest rate ranging from 12.5% to 18%	Factored receivables are secured by charge on trade receivables subject to factoring arrangement.	
Supplier financing	Dec 31, 2023	Equated monthly installments	12.95%	This financing is unsecured and therefore there is no hypothecation against stock or debtors	
	Oct 31, 2023				
Working capital demand loan	-	Repayble on demand	11%	Secured by charge on the current assets of the Company	
Term loan from related parties	-	-	-	Unsecured	
Non- Current Borrowings					
Indian Rupee loan from banks					
Vehicle Loan - Yes Bank	Aug 15, 2025	Equated monthly installments	9.10%	Secured by way of hypothecation of vehicle	
Loans from banks - PNB	Sept 29, 2027		8.90%	Secured by way of mortgage of building	
(a)Net debt reconciliation					
This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.					
Particulars		As at March 31, 2023		As at March 31, 2022	
Cash and bank		2.14		52.25	
Lease liabilities (Current)		(4.16)		(12.97)	
Lease liabilities (Non-Current)		(1.33)		(3.00)	
Current Borrowings		(61.68)		(59.48)	
Non-current Borrowings		(2.97)		(3.03)	
Total		(68.00)		(26.23)	
Note 17 - Trade payables					
Particulars		As at March 31, 2023		As at March 31, 2022	
Trade payables : others		50.50		53.41	
Trade payables to related parties (refer note 35)		17.57		-	
Total		68.06		53.41	
As at 31 March 2023					
Particulars	Outstanding for following periods from the date of payment				Total
	Less than 1 Years	1 - 2 Years	2-3 Years	More then 3 years	
(i) MSME	0.34	-	-	-	0.34
(ii) Others	24.07	32.62	11.01	0.02	67.72
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

(All amounts in INR Crores, unless otherwise stated)

As at 31 March 2022					
Particulars	Outstanding for following periods from the date of payment				Total
	Less than 1 Years	1 - 2 Years	2-3 Years	More then 3 years	
(i) MSME	0.09	-	-	-	0.09
(ii) Others	53.32				53.32
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Note 18 - Other financial liabilities					
Particulars				As at March 31, 2023	As at March 31, 2022
Current					
Current					
Other payables					0.02
Total				-	0.02
Note 19 - Income tax liabilities					
Particulars				As at March 31, 2023	As at March 31, 2022
Current					
Provision for income tax (Net of advance income tax)				251.51	221.65
Total				251.51	221.65
Note 20 - Other current liabilities					
Particulars				As at March 31, 2023	As at March 31, 2022
Current					
Statutory dues payable					
-TCS Payable				3.96	3.97
-TDS Payable				-	-
- EPF Payable				0.14	0.05
-ESIC				0.00	0.00
-P Tax				0.02	0.01
Other Current Liabilities				8.77	14.09
Total				12.88	18.52
Note 21 - Provision					
Particulars	As at March 31, 2023		As at March 31, 2022		
	Current	Non Current	Current	Non Current	
Provisons					
Provision For Gratuity	0.16	-	-	-	-
Provision on Expected Credit Loss	57.36	-	-	-	-
Others	0.03				
CSR Unspent Balance	9.12		2.24		
Provision For Interest On Income Tax	18.62				



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Provision for Exp	5.00		
Provision on Stock	13.96	-	-
Total	104.25	-	2.24
Note 22 -Revenue from operations			
Particulars	As at 31st March 2023	As at 31st March 2022	
Revenue from contracts with customers			
Sale of products	22.26	155.43	
Total revenue from continuing operations	22.26	155.43	
(a) Disaggregation of revenue from contract with customers:			
In the following table, revenue is disaggregated into categories that depict how different economic factors affect the nature, amount and timing of revenue recognition. This includes primary geographical markets, method of revenue recognition and type of products.			
i) Timing of revenue recognition			
Timing of revenue recognition	As at 31st March 2023	As at 31st March 2022	
Goods transferred at a point in time	22.26	155.43	
Goods transferred over time	-	-	
Total revenue from contract with customers	22.26	155.43	
ii) Revenue by location of customers			
Primary geographical markets	As at 31st March 2023	As at 31st March 2022	
India	22.26	155.43	
Outside India	-	-	
Total revenue from contract with customers	22.26	155.43	
iii) Disaggregation of revenue based on products			
Type of Product	As at 31st March 2023	As at 31st March 2022	
Textile	(4.60)	155.43	
Agri produce	-		
Chemical Sales	0.90	-	
Polymer Sales	19.81	-	
Metal Sales	1.63	-	
Commission	2.98	-	
Others	1.53	-	
Total revenue from contract with customers	22.26	155.43	
Note 23 - Other income			
Particulars	As at 31st March 2023	As at 31st March 2022	
Interest income	2.81	0.24	
Dividend Income	0.00	1.00	
Interest on Security Deposit	-	0.01	
Interest Received on FD	0.07	0.68	
Management Support Fees	-	2.65	

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Other Non Operating Income	-	0.39
Profit & Loss on Sale of F&O	0.12	0.14
Profit & Loss on Sale of Investments	0.15	0.05
Sundry Balances Written Back	10.76	0.03
Transport Charges on Sales	-	0.00
Miscellaneous income	0.17	0.16
Total	14.08	5.35
Note 24 - Purchases of stock-in-trade		
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Purchases of raw material		
-Agro	-	
-Textile	12.09	92.36
-Chemical	0.97	-
-Polymer	19.13	-
-Other	1.80	1.45
Total	33.99	93.81
Note 25 - Changes in inventories of finished goods and stock-in-trade		
Particulars	As at 31st March 2023	As at 31st March 2022
- Stock in trade		
i)Textile	-	-
ii)Agro	-	1.22
iii)Others	-	-
- Finished goods		
i)Textile	4.49	20.56
ii)Agro	-	68.20
iii)Others	1.38	-
Total opening balance	5.87	89.98
BTA Adjustment		
- Agro Shifting		(8.18)
Total		81.80
Closing balance		
- Stock in trade		-
i)Textile	-	-
ii)Agro	-	-
iii)Others	-	-
- Finished goods		
i)Textile	17.46	4.49
ii)Agro	-	-
iii)Others	-	1.38
Total closing balance	17.46	5.87
(Increase)/decrease in inventories	(11.58)	75.92

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Note 26 - Employee benefit expense		
Particulars	As at 31st March 2023	As at 31st March 2022
Salaries, wages and bonus	0.35	0.24
Staff welfare expenses	0.02	
Total	0.37	0.24
Note 27 - Finance costs		
Particulars	As at 31st March 2023	As at 31st March 2022
<u>Interest on lease liability</u>	1.18	1.54
Interest and other charges	-	-
To Bank	0.03	1.19
To Others	1.56	
Processing Fees	-	0.08
Total	2.78	2.81
Note 28 - Depreciation and amortisation expense		
Particulars	As at 31st March 2023	As at 31st March 2022
Depreciation and amortisation expenses (refer note 3 and note 5)	0.69	0.02
Depreciation on right-of-use assets (refer note 4)	0.29	1.00
Total	0.98	1.02
Note 29 - Other expenses		
Particulars	As at 31st March 2023	As at 31st March 2022
Commission	0.09	0.00
Legal and professional charges	0.32	0.00
Advertisement and business promotion	0.21	-0.00
Freight outward	0.00	-0.00
Auditor's Remuneration (Refer note (a) below)	0.45	0.15
Expenditure for Corporate Social Responsibility (Refer note (b) below)	0.58	2.73
Miscellaneous expenses	0.23	0.00
Sundry Balance written off	36.86	0.10
Travelling and conveyance	0.01	0.00
Postage and telephone	0.00	0.02
Office expenses	0.08	0.00
Rates and taxes	0.00	0.01
Rent	0.04	0.01
Bank charges	0.00	0.03
Repairs and maintenance	0.01	0.05
Printing and stationery	0.00	0.06
Directors' fees	0.04	0.00
Electricity Expenses	0.03	-
Labour/Varai Charges	2.16	-

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Interest on Late Payment of TDS	1.30	0.28
Interest on Late Payment of TCS	1.33	0.36
Interest on Income Tax Liability	46.94	-
Provision for Expected Credit Loss	58.51	-
Reversal of Input Tax Credit	1.41	-
Provision for Absolute Stock	13.96	-
Total	164.57	3.80
(a) Details of payment to Auditor		
Particulars	"Year ended 31st March 2023"	"Year ended 31st March 2022"
Payment to auditors		
As auditor:		
Audit fees	0.45	0.15
Tax audit fees	-	-
In other capacities:		
Other services	-	-
Re-imbursement of expenses	-	-
Total	0.45	0.15
(b)Corporate social responsibility expenditure		
In terms of provisions of Section 135 of the Companies Act, 2013, the company is required to spend 2% of its average net profit for the immediately preceding three financial years on prescribed corporate social responsibility (CSR) activities. A CSR committee has been formed by the Company as per the Act. The funds were contributed to eligible trusts for carrying out activities as specified in Schedule VII of the Companies Act, 2013.		
Particulars	As at 31st March 2023	As at 31st March 2022
Education	0.03	0.10
Animal Welfare		-
Disaster Response (including COVID -19)	-	0.10
Eradicating hunger, malnutrition and poverty	-	-
Total	0.03	0.20
Amount required to be spent as per Section 135 of the Act	6.84	2.73
In Cash		
Amount spent during the year on		
i) Construction/acquisition of an asset	-	-
ii) On purposes other than (i) above	0.03	0.20
Yet to be paid in Cash		
Amount spent during the year on		
i) Construction/acquisition of an asset	-	-
ii) On purposes other than (i) above	-	-
Details of corporate social responsibility expenditure:		



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Particulars	As at 31st March 2023	As at 31st March 2022
(i) shortfall at the end of the year	6.81	2.53
(ii) total of previous years shortfall	2.53	-
(iii) reason for shortfall	(Refer Note 1)	-
(iv) details of related party transactions	-	-
(v) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-
Note: Refer Note no. 43, Clause no. 13		
Note 30 - Income tax expense		
a) The components of income tax expense for period are:		
Particulars	As at 31st March 2023	As at 31st March 2022
Current tax		
Current tax on profits for the year	-	-
Total current tax expense	-	-
Deferred tax		
(Decrease)/increase in deferred tax liabilities		
Total deferred tax expense/(benefit)	-	-
Total income tax expense	-	-
b) Deferred tax liabilities		
The balance comprises temporary differences attributable to:		
Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax Asset/(Deferred tax Liability)		
Property, plant and equipment and intangible assets		
Right-of-use assets	-	-
Financial assets	-	-
Lease liabilities	-	-
Others	1.42	1.14
Share issue expenses	-	-
Net deferred tax asset/(deferred tax liability)	1.42	1.14
c) Amounts recognised directly in equity		
Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate deferred tax arising in the reporting period and not recognised in net profit or loss or OCI but directly debited to equity:		
Deferred tax: share issue transaction costs (Refer note 15(b))	-	0.60
Total	-	0.60

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note 31 - Earnings per share (EPS)				
Particulars	As at March 31, 2023		As at March 31, 2022	
Earnings per share on profit for the year (in Rs)				
Basic earnings per share (Face value Rs 10 per share)	(2.53)		(9.69)	
Diluted earnings per share (Face value Rs 10 per share)	(2.53)		(4.69)	
Particulars	As at March 31, 2023		As at March 31, 2022	
a) Profit attributable to the equity holders of the Company	(154.77)		(296.15)	
b) Weighted average number of shares used as the denominator				
Weighted average number of equity shares used as the denominator in calculating basic earnings per share	6,11,35,310		3,05,67,655	
Adjustments for calculation of diluted earnings per share:				
Convertible warrants	-		3,25,30,000	
Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	6,11,35,310		6,30,97,655	
Note 32 - Fair value measurement				
a) Financial instruments by category				
Particulars	As at March 31, 2023		As at March 31, 2022	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Investment in debt instruments	0.32	-	0.10	-
Security deposits	-	0.94	-	2.84
Trade receivables	-	35.71	-	57.99
Loans	-	21.19	-	20.20
Cash and cash equivalents (including other bank balances)	-	3.65	-	3.66
Other financial assets	-	192.95	-	221.80
Total financial assets	0.32	254.44	0.10	306.49
Financial liabilities				
Lease Liability	-	5.49	-	15.97
Trade payables	-	68.06	-	53.41
Borrowings	-	64.65	-	49.63
Other financial liabilities	-	-	-	0.02
Total financial liabilities	-	138.20	-	119.03
The investments made in subsidiaries are measured at cost.				
b) Fair value hierarchy				
This section explains the judgements and estimates made in determining the fair values of the financial instruments that are:				
(a) recognised and measured at fair value and				
(b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.				

NOTES TO FINANCIAL STATEMENTS

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As at March 31, 2023					
Financial Assets and Liabilities as at March 31, 2023	Note	Level 1	Level 2	Level 3	Total
Financial asset					
Investments	6	-	0.32	-	0.32
Loans					
Loans to subsidiaries	7(A)	-	-	-	-
Loans to related parties	7(A)		-	6.32	6.32
Loans to others	7(A)	-	-	14.87	14.87
Security deposits	7(B)	-	-	0.94	0.94
Total financial assets		-	0.32	22.13	22.45
Financial liabilities					
Borrowings	16	-	-	64.65	64.65
Total financial liabilities		-	-	64.65	64.65
As at March 31, 2022					
Financial Assets and Liabilities as at March 31, 2022	Note	Level 1	Level 2	Level 3	Total
Financial asset					
Investments	6	-	0.10		0.10
Loans					
Loans to subsidiaries	7(A)	-	-	0.02	0.02
Loans to related parties	7(A)	-	-	20.17	20.17
Loans to others	7(A)			0.01	0.01
Security deposits	7(B)	-	-	2.84	2.84
Total financial assets		-	0.10	23.04	23.14
Financial liabilities					
Borrowings	16	-	-	49.63	49.63
Total financial liabilities		-	-	49.63	49.63
Level 1: Hierarchy includes financial instruments measured using quoted price.					
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on the entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.					
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is include in level 3.					
The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.					
The carrying amounts of trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other current financial assets, current borrowings, trade payables, other current financial liabilities are considered to be approximately equal to their fair value due to their short term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.					
Valuation Process used to determine fair value					

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The fair value of level 3 instruments is valued using inputs based on information about market participants assumptions and other data that is available. Discount rates as at balance sheet is used to derive fair value of security deposits using discounting model.			
Note 33 - Financial risk management			
The Company’s activities expose it to market risk, liquidity risk and credit risk.			
The Company’s financial risk management is an integral part of how to plan and execute its business strategies. The Company’s financial risk management policy is set by the Board of Directors.			
This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.			
Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost and fair value through profit and loss.	Ageing analysis, credit rating	Diversification of bank deposits, credit limits
Liquidity risk	Trade Payables, borrowings, lease liabilities and other liabilities	Rolling cash flow forecasts	Continuous monitoring of Fund management to ensure timely payment of dues.
Credit risk			
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.			
The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the notes to the financial statements. The Company’s major classes of financial assets are cash and cash equivalents, fixed deposits, security deposits and trade receivables.			
Credit risk from customers is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. Due to large geographical base & number of customers, the Company is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of amount receivable from customers is low.			
Deposits with banks are considered to be having negligible risk or nil risk, as they are maintained with high rated banks or financial institutions as approved by the Board of Directors.			
Trade receivables			
Considering the nature of financing arrangements, the management considers the overall risk of loss on receivables to be low. The actual losses on trade receivables have historically been very low and no losses were incurred on trade receivables either in 2022 or in 2023.			
Loans			
All of the Company’s loans at amortised cost are considered to have low credit risk. Management considers instruments to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term (for example, investment grade credit rating with at least one major rating agency).			
Liquidity risk			
Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors the forecasts of the Company’s liquidity position and cash and cash equivalents on the basis of expected cash flows. Accordingly, liquidity risk is perceived to be low.			



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Maturities of financial liabilities				
The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for: - all non-derivative financial liabilities, and - net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.				
The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant				
Contractual maturities of financial liabilities	Note No.	Less than 12 months	More than 12 months	Total
As at March 31, 2023				
Lease liabilities	4	1.33	4.16	5.49
Borrowings	16	61.68	2.97	64.65
Trade payables	17	24.41	43.65	68.06
Other financial liabilities	18	-	-	-
Total non-derivative liabilities		87.42	50.78	138.20
Contractual maturities of financial liabilities	Note No.	Less than 12 months	More than 12 months	Total
As at March 31, 2022				
Lease liabilities	4	3.00	12.97	15.97
Borrowings	16	45.97	3.67	49.63
Trade payables	17	53.41	-	53.41
Other financial liabilities	18	0.02	-	0.02
Total non-derivative liabilities		102.39	16.64	119.03
Market risk				
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk, currency risk and price risk. Market risk is attributable to all market risk sensitive financial instruments.				
Interest rate risk:				
Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations. The Company's borrowings outstanding as at March 31, 2022 comprise of fixed rate loans and accordingly, are not exposed to risk of fluctuation in market interest rates.				
Foreign currency risk:				
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company does not undertake transactions denominated in foreign currency which are subject to the risk of exchange rate fluctuations. The Financial assets and liabilities of the Company are not denominated in foreign currency, subject to reinstatement risks. This mitigates the foreign currency risk exposure for the Company.				
Price risk:				
The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet as fair value through fair value through profit or loss. To manage its price risk arising from investments in equity securities, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.				
As at March 31, 2022 the Company does not hold any financial instrument subject to a change in price.				

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Note 34 - Capital management		
The Company aims to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise its returns to our shareholders. The capital structure of the Company is based on management’s judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs.		
The Company monitors capital on the basis of the following gearing ratio:		
Net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by Total equity (as shown in the Balance Sheet)		
Particulars	As at March 31, 2023	As at March 31, 2022
Net Debt	70.14	65.60
Total Equity	734.00	66.30
Net Debt to Equity Ratio	9.56%	98.95%
Note 35 - Segment information		
In accordance with Ind AS 108 - Operating segments, segment information has been provided in the consolidated financial statements of the Company and therefore no separate disclosure on segment information is given in these standalone financial statements.		
Note 36 - Related party transactions		
As per Ind AS 24, the disclosures of transactions with the related parties are given below:		
(i) List of related parties where control exists and relationships		
Name of the Company	Relationship	
Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP)	Company in which Relative of Director is Director	
Suumaya Agro Limited	Wholly Owned Subsidiary	
Suumaya Protective Texcorp Limited	Wholly Owned Subsidiary	
Suumaya Capital Limited	Wholly Owned Subsidiary	
Suumaya Foundation	Wholly Owned Subsidiary	
Suumaya Infotech Private Limited	Wholly Owned Subsidiary	
Suumaya Innovations Ltd.	Subsidiary	
Suumaya Trans Logistics Limited	Wholly Owned Subsidiary	
Suumaya Retail Limited	Wholly Owned Subsidiary	
(ii) Key management personnel		
Name of the person	Designation	
Ushik Mahesh Gala	Chairman and Managing Director	
Ishita Gala (M.D up to January 2, 2021)	Vice-President (Brand Business)	
Dhwani Dattani (w.e.f.18.10.2021 ; resigned w.e.f. 30.04.2023)	CFO	
Sunil Sharma (w.e.f. 14.02.2022 ; resigned w.e.f. 07.10.2023)	Jt. Company Secretary & Compliance Officer	
Kritika Chauhan (w.e.f. 18.10.2021 ; resigned w.e.f. 15.11.2022)	Company Secretary & Compliance Officer	
Meghal Mehta (w.e.f. 15.10.2022)	Company Secretary & Compliance Officer	
(iii) Entities over which Key Management Personnel, and their relatives are able to exercise significant control and with whom transactions have taken place		
Name of the Company	Relationship	
Olympus Fintax Solutions Pvt Ltd		

NOTES TO FINANCIAL STATEMENTS

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India Credit Risk Management LLP	Entities over which key management personnel, and their relatives are able to exercise significant control	
Om Sai Nityanand Management Pvt Limited		
Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited)		
Mcube Hospitality		
Suumaya Fabrics Limited		
Shree Malad K.V.O Jain Samaj Foundation		
Ganadhip Wholeseller Pvt Ltd		
White Organics Retail Limited		
Suumaya Innovations Ltd.		
(iv) Relatives of Key Management Personnel with whom transactions have taken place		
Name of the person	Relationship	
Ms. Karishma Kaku	Relative of key management personnel	
Mr. Mahesh Gala		
(v) Non executive directors and enterprises over which they are able to exercise significant influence (with whom transactions have taken place):		
Name of the person	Relationship	
Expotium Trading LLP	Enterprises over which non executive directors have significant influence	
Orbit Law Services		
Mr. Sejal Doshi	Non Executive Director	
Note 36 - Related party transactions		
(i) Remuneration to key managerial personnel		
	Year ended 31st March 2023	Year ended 31st March 2022
Short-term employee benefits		
Ushik Mahesh Gala	0.01	1.02
Ishita Gala	0.12	0.10
Karishma Kaku	-	0.02
Dhwani Dattani	0.18	0.10
Sneha Shah	-	0.30
Sumit Singh	-	2.58
Meghal Mehta	0.04	-
Heena Shah	-	0.18
Kritika Chauhan	0.04	0.02
Sunil Sharma	0.18	0.02
Total	0.57	4.34

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(ii) Other transactions with related parties				
Particulars	Other related parties		Subsidiaries and partnerships	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Investments				
Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP)	-	-	-	0.00
Suumaya Agro Limited	-	-	1.00	1.00
Suumaya Retail Limited	-	-	1.00	1.00
Suumaya Foundation	-	-	0.15	0.15
Suumaya Industires PTE Ltd.	-	-	0.15	-
Suumaya Infotech Private Limited	-	-	0.25	0.25
Suumaya Innovations Limited	-	-	0.01	0.01
Suumaya Trans Logistics Limited	-	-	0.50	0.25
Suumaya Capital Limited	-	-	2.70	2.70
Suumaya Protective Texcorp Limited	-	-	5.00	5.00
Total	-	-	10.76	10.36
Revenue from Operations				
Suumaya Corporation Limited	6.12	85.21	-	
Suumaya Retail Limited	0.31	-		
Suumaya Trans Logistics Limited	3.52	-		
Suumaya Agro Limited	-		-	653.23
Other Income				
Ushik Mahesh Gala	1.58	-		
Total	9.95	85.21	-	653.23

Purchases				
Suumaya Corporation Limited	0.56	136.44		-
Suumaya Agro Limited	27.00	671.40		-
Suumaya Protective Textcorp Limited	12.68	-		
White Organics Retail Limited	0.41	53.00		-
Suumaya Retail Limited	-	1.07	-	
Total	40.65	861.92	-	-



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(iii) Closing balances				
Particulars	Other related parties		Subsidiaries and partnerships	
	As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
Receivables				
Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP)	5.99	-	-	5.92
Suumaya Fabrics Limited	0.01	0.00	-	-
Suumaya Agro Warehousing Limited	0.01	0.01	-	-
Suumaya Agro Limited	10.61	-	-	-
Suumaya Corporation Limited	18.51	-	-	-
Suumaya Retail Limited	-	-	-	-
Total	35.13	0.01	-	5.92
Other current assets				
Suumaya Agro Limited- BTA	875.00	-	-	-
Total	875.00	-	-	-
Payables				
Suumaya Corporation Limited	-	(23.72)	-	-
White Organics Retail Limited	-	53.05	-	-
Suumaya Trans Logistics Limited	-	-	0.92	-
Suumaya Protective Textcorp Limited	-	-	17.57	-
Suumaya Agro Limited	-	-	-	590.24
Total	-	29.33	18.49	590.24
Borrowings				
Ishita Gala	0.19	-	-	-
Meena Gala	0.10	-	-	-
Mahesh Gala	0.15	-	-	-
Ushik Mahesh Gala	4.58	2.09		-
Olympus Fintax Solutions Private Limited	0.58			
Suumaya Protective Texcorp Limited		-	-	4.89
Shree Malad K.V.O Jain Samaj Foundation (I Say Education and Skill Development Foundation)	0.77	0.77		-
Suumaya Retail Limited	-	-	24.22	8.57
Suumaya Industries PTE Ltd.	-	-	0.08	-
Suumaya Trans Logistics Limited		-	-	0.24
Suumaya Foundation		-	-	0.07
Suumaya Capital Limited	-	-	2.65	2.65
Suumaya Infotech Private Limited	-	-	0.23	0.24
Suumaya Innovations Ltd.	-	0.01	0.00	-
Total	6.37	2.87	27.18	16.65

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Loans and advances					
Ganadhip Wholeseller Pvt Ltd	0.01	0.00			-
Om Sai Nityanand Management Pvt Limited	-	21.15			-
Olympus Fintax Solutions Private Limited	-	0.00			-
Musk Investment Private Limited	0.00	-			
Hence Agro Development Limited	0.30	-			
Suumaya Retail Limited	-	-			0.53
Total	0.31	21.15		-	0.53
Note 37 - Capital Commitments					
Estimated amounts of contracts remaining to be executed on capital account and not provided for (net of advances) relating as at March 31, 2023 is Rs. Nil and March 31, 2022 is Rs.Nil.					
Note 38- Contingent Liabilities					
Particulars			As at March 31, 2023	As at March 31, 2022	
Disputed tax demands/ claims:					
Income tax			62.98	1.41	
The Company have ongoing disputes with income tax authorities in India. The disputes primarily relate to the method of computation of income tax and addition of commission income.					
Note 39 - Capital Work-in Progress (CWIP)					
CWIP	To be completed in less than 1 year	1 - 2 Years	2-3 Years	More then 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-
Note 40 - Other statutory information					
A) No funds have been advanced or loan or invested (eitherfrom borrowed funds or share premium or any other sources or kind of funds)by the Company to or in any other persons or entities, including Foreign entities (“Intermediaries”), with the understanding, whether recorded in writing orotherwise, that the Intermediaryshall:					
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ultimate Beneficiaries”) by or on behalfofthe Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries					
B) No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whetherrecorded in writing orotherwise, thatthe Company shall					
-directly or indirectly, lend or invest in other persons or entities identified in any mannerwhatsoever (“Ultimate Beneficiaries”) by or on behalfofthe Funding Party or					
-provide any guarantee, security orthe like from oron behalfofthe Ultimate Beneficiaries					
C) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments underthe Income TaxAct, 1961 (such as, search orsurvey orany otherrelevant provisions of the Income TaxAct, 1961).					
D) The Company has no transactions with struckoff companies during the year.					
E) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.					
F)The Company has nottraded orinvested in Crypto currency or virtual currency during the financial year.					

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G) The Group has not been declared as wilful defaulters by any bank orfinancial institution orgovernmentorany government authority.		
H) The Group of Company has paid dues of Equentia Financial Services Pvt. Ltd. & Incred Financial Services Ltd. , charges from ROC removal is underprocess of availing NOC & neccesary compliance in ROC is under process.		
I) The Company does not have borrowings from banks or financial institutions on the basis of security of current assets.		
J) All the properties documents owned/purchased by the company are duly executed and all are in the name of the company		
k)The company han not done any revaluation of the assets of the company.		
L) The has not given any loans to associate companies or KMPs.		
M) There are no dues towards borrowings from any banks/financial institutes and not mortgaged any asset towards borrowings.		
Note 41 - Ratios as perthe Schedule III requirements:		
a) Current Ratio = Total current assets divided by Total current liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Total Current Asset	1160.90	332.71
Total Current Liabilities	499.72	344.81
Ratio	2.32	0.96
%Change from previous years	140.76%	
- Improvement in Other Financial Assets, as assigned receivable and payable to NBFC, showing the net balances is grouped under other financial assets.		
b) Debt Equity Ratio = Total debt divided by Total equitywherein total debtrefers tosum ofcurrent and non-current borrowings		
Particulars	As at March 31, 2023	As at March 31, 2022
Total Debt	64.65	49.63
Total Equity	734.00	66.30
Ratio	0.09	0.75
%Change from previous years	-88.23%	
-There has been a decline in the proportionate debt to equity exposure of the company resulting in decline.		
c) DebtService Coverage Ratio = Earnings available fordebt service divided by the Total interest and principal repayments		
Particulars	As at March 31, 2023	As at March 31, 2022
Profit after tax	(154.77)	(296.15)
Add: Non cash operating expenses and finance cost		
- Depreciation and amortizations	0.98	1.02
- Finance cost	2.78	2.81
-Provision for Expected Credit Loss	58.51	-
-IND AS Adj		
Earnings available for debt service (A)	(92.51)	(292.32)
Interest cost on borrowings (term loan)	1.60	1.19
Principal repayments	0.69	1.44
Total interest and principal repayment (B)	2.29	2.63

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Ratio ((A)/(B))	(40.39)	(111.01)
%Change from previous years	(63.62%)	
- Negative debt service ratio on account of Decrease in Profit and principle repayments and provision for doubtful debts.		
d) Return on Equity Ratio = Profit aftertaxdivided by Average total equity		
Particulars	As at March 31, 2023	As at March 31, 2022
Profit after tax	(154.77)	(296.15)
Average total equity(Refer note below)	400.15	66.30
Ratio	(0.39)	(3.88)
%Change from previous years	-90.04%	
Note:Average total equity=(Total equity as at the beginning ofrespective year+Total equity as atthe end ofrespective year) divided by2		
‘ - Return on equity ratio decreased due to, Group company cumulatively had a loss increase.		
e) Inventory turnovertatio = Sales divided byAverage inventory		
Particulars	As at March 31, 2023	As at March 31, 2022
Sales (refer note 1 below)	22.41	155.43
Average inventory (refer note 2 below)	11.67	9.62
Ratio	1.92	16.15
%Change from previous years	-88.11%	
‘ - Due to improvement in inventory level cycle inventory turnover improved.		
Note 1: Sales representes revenue from operations		
Note 2:Average inventory = (Total inventory as at the beginning of respective year+Total inventory as at the end of respective year) divided by 2		
f) Trade payables turnovertatio = Purchases divided byAverage trade payable		
Particulars	As at March 31, 2023	As at March 31, 2022
Purchases (refer note 1 below)	33.99	93.81
Average trade payables (refer note 2 below)	60.73	43.01
Ratio	0.56	2.18
%Change from previous years	-74.34%	
‘ - Due to improvement in Purchases as well average of trade payable had decreased, hence improvement in trade payable turnover ratio improved.		
Note 1: Purchases represents Purchases forming part o f cost of materials consumed.		
Note 2: Average trade payables = (Total trade payables as at the beginning of respective year + Total trade payables as at the end of respective year) divided by 2.		
g) Net capital turnover ratio = Revenue from operations divided by Working capital wherein Working capital = current assets - current liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Revenue from operations	22.26	155.43
Working capital	661.18	-12.10
Ratio	0.03	-12.85



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
*(All amounts in INR Crores, unless otherwise stated)*

%Change from previous years		-100.26%			
‘ - Due to Subsequent declined in turnover and profitability of the company and due to increased in overall working capital cost on company, capital turnover ratio declined.					
h)Net profitratio = Net profit after tax divided by Revenue from operations					
Particulars	As at March 31, 2023		As at March 31, 2022		
Net profit after tax	(154.77)		(296.15)		
Revenue from operations	22.26		155.43		
Ratio	(6.95)		(1.91)		
%Change from previous years	264.91%				
‘ - Due to decrease in Progitability Margin and substantial decrease in turnover of the company and increased in financial cost net profit ratio of the group has declined.					
i) Return on capital employed= Earnings before interest and taxes (EBIT) divided by Capital employed					
Particulars	As at March 31, 2023		As at March 31, 2022		
Earnings before interest and taxes (refer note 1 below)	(152.00)		(293.33)		
Capital employed (refer note 2 below)	800.06		117.08		
Ratio	(0.19)		(2.51)		
%Change from previous years	-92.42%				
‘ -Decline on account of decrease in overall net profit % and improved repayment of borrowing the ratio had improved.					
Note 1: EBIT= Profit before taxes + Finance costs					
Note 2: Capital employed = Total equity+Total debt (current borrowings and non-current borrowings) + Deferred tax liabilities					
j) Return on investment (‘ROI’)					
Particulars	As at 31st March 2023		As at 31st March 2022		
Income generated from invested funds	0.27		0.10		
Invested funds in Shares	0.19		0.31		
Ratio	1.44		0.33		
%Change from previous years	331%				
-Company invested in equity and other, and generated income during the year.					
Note 42 -Intangible assets under development:					
a. For Intangible assets under development, following ageing schedule shall be given:					
Intangible assets under development under FY 2022-23	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Software underdevelopment	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

Notes: 43 - Other Notes

- 1) The above Standalone financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 15h May, 2023. The statutory auditors have carried out audit of the aforesaid financials.
- 2) The Standalone Financial Results of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) There were no investor complaints pending at the beginning of the quarter or lying unresolved at the end of the quarter. During the quarter, the Company has not received any investor complaints.
- 4) The Company had allotted 5,86,666 (Five Lakhs Eighty Six Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- each to Mr. Ushik Mahesh Gala and 19,12,989 (Nineteen Lakhs Twelve Thousand nine hundred and eighty nine) equity shares of Rs. 10/- each to Ms. Ishita Gala on March 31, 2022 pursuant to conversion of warrants allotted to them in FY 2020- 21.
- 5) The Board of Directors of the Company had recommended issuance of Bonus shares to the shareholders of the Company on February 21, 2022 in the ratio of 1:1 and subsequent to the approval of Shareholders through Postal Ballot (E-Voting) held on March 26, 2022, the Executive Committee of the Board of Directors of the Company had approved the allotment of 30567655 (Three Crore Five Lakh Sixty-Seven Thousand Six Hundred and Fifty-Five only) Equity Shares of Rs. 10/- each as fully paid up, in the ration of 1:1, to the members whose name appear in the registrar of members/list of beneficial owners as on April 01, 2022, being the record date fixed for this purpose.
- 6) The Warrants held by Mr. Ushik Mahesh Gala and Ms. Ishita Gala to the tune of 3,240,345 Warrants stood cancelled/lapsed as the warrants could not be converted into equity shares and the consideration of Rs.60,756,469/- (Rupees Six Crore Seven Lakh Fifty Six Thousand Four Hundred and Sixty Nine only) being 25% of consideration amount as per SEBI (ICDR) Regulations, received from the Warrant holders towards allotment of said Warrants, were forfeited in accordance with the terms of the said Warrants and as per the provisions of SEBI (ICDR) Regulations
- 7) Company has enterted in Business Tranfer Agreement with its subsidiary Suumaya Agro Limited to sell off its Agro Division/ Segment(“Undertaking”), together with all specified tangible and intangible assets and liabilities, and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an “as is where is” basis as on 28.02.2023 ,to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value approximately of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board.. The same has been further classified under Other Current Assets pending allotment of investment shares.
- 8) In relation to Transfer of Agro Business undertaking to Suumaya Agro Limited, the company is required to restate the financial statement of the company to reflect the fair value of assets and liabilities transferred as if the business combination had been completed at the beginning of the earliest comparative period presented to reflect the true and fair view of restated financials in both acquirer and acquiree company. and as per the provision of para 9 of Appendix C of Ind AS 103, amounts in the financial statements has been restated. This includes restatement of statement of profit and loss also. Accordingly, the statement of profit and loss has been restated with effect from April 1 2021.Also, as per the provisions of Ind AS 103, the restatement will not be that of statement of profit and loss only but for entire financial statements including Balance Sheet, Cash Flow Statement, Statement of Changes in Equity, and other notes to accounts from the earliest preceding period presented (i.e. from April 1, 2021). Accordingly, the complete financial statements of the company has been restated and the necessary opinion from the Ind AS Practitioner has been sought to consider the effect to the said transaction.Also the difference between the Total Purchase Considration and Net Identifiable Assets has been adjusted against the Capital Reserve.

NOTES TO FINANCIAL STATEMENTS  
For the Year Ended 31st March, 2023

- 9) In pursuit of Income Tax Search that was conducted on our premises on 05/07/22, we have filed the Appraisal Report in 2nd week of April 2023 and we are served with Notice u/s 148 of Income tax Act 1952, to file the revised returns within 90 days of the receipt of same for all past assessment year starting from FY 2014-15 to FY 2022-23 due to opening of Block Assessments of the company. Company is in process to file the revised returns and various liabilities towards above statutory dues might change drastically and post the final assessment order, all liabilities will be reworked, and company is willing to clear the same along with applicable Interest and Penalties in consequent year of Order. Further Dues consisting of Professional Fees, ESIC dues, Professional Tax, Tax Deducted at Source and Tax Credited at Source and the company is planning to pay off the same before of filling of Income Tax returns for the period ended Mar 23.
- The Company has presented detailed Business Plan for growth of current operations and new business segments in the meeting of the Borad of directors dated 04.02.23 by its various Heads of Departments and Business Managers with its major business verticals for the Revenue and Profitability of next financial year to eliminate and deal with all odds and continue the Business in a consistent and reasonable manner after facing the past challenges and standing strong throughout. Under this Scheme The Company had proposed to increase the Authorised Share Capital of the Company by Rs. 50 crores from Rs. 75 crores divided into 7.5 crores equity share of Rs. 10/- each to Rs. 125 crores divided into 12.50 crores equity shares of Rs. 10/- each and the same was subsequently approved by the Shareholders on April 17, 2023 through e- voting by Postal Ballot. Further the Company has received commitments from the Promotor Group to provide Interest free unsecured Loan to the tune of INR 250 crores for the payment of outstansing statutory dues in the Phased manner.
- 10) The Company has not availed few supply chain finance facilities/limits from any NBFCs during the financial year under review.
- 11) For the period under review, the Company did not have an effective interface between various functional software relating to revenue and inventory management with the accounting software resulting in accounting entries and inventory registers being made manually on for the year ended March 31, 2023.
- 12) The Company has an unspent balance of Rs 2.52 crores towards CSR obligation as on 31st March, 2022 which the Company had decided to spend on the ongoing project and transfer the same to unspent CSR account. The Company However, was unable to do so by the stipulated time period which may result into non- compliance of Section 135 of the Companies Act, 2013, and Rules made thereunder and may attract penalty as per the said provisions. The Company further has an unspent amount Rs 6.81 Cr towards CSR obligation for FY 2022- 23, which the Company has decided to spend on ongoing projects. The Management has opened the special bank account for such purpose and shall earmark the unspent funds in the stipulated manner then as per the detail Action plan presented to Board on account of CSR Compliance.
- 13) During the year under review, the major stock of materials were lying with the vendors at their warehouses and there were ongoing dispute with certain parties resulting to delay in taking the delivery of goods. However the disputes could not be settled in time and hence the material deteriorated in quality. certain stock became absolute obsolete, and the company seems no major scope of disputes getting settled, also the quality of stock has become redundant as longer time has passed and it has turned pale and yellowish colour has started seen on fabric. Hence the management has decided to make necessary provisions in the books for the financial year ended 31st March 2023 to the tune of 80% of such Inventory losses and scrap the balance material in 1st Quarter of FY 23-24.
- 14) The figures for the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.
- 15) the Company is carrying significant balances as trade and other receivables including amounts outstanding from earlier accounting periods which are outstanding for a period over 180 days as on March 31, 2023. Further the Company has created expected credit loss provision to the tune of INR 58.50 Crores in relation to recoverability of such debts after assessing the impact and status of such receivables with reference to the ageing profile, historical payment pattern, and the past record of the customer/ vendor.
- 16) The Company has filed Appeal against the demand for AY 16-17 and AY 17-18 against order u/s 147 of Income tax Act.
- 17)

NOTES TO FINANCIAL STATEMENTS  
For the Year Ended 31st March, 2023

- 18) The Company had outstanding liability towards Working capital facility taken from NBFC and Promoter had offered to pledge the shares owned by him as a security against the Outstanding Loan. The pledge was invoked by the NBFC during the previous period. Thereby the outstanding working capital balance is further classified as payable to the promoter on account of the invoke of pledge on their security.
- 19) The Company has not done Accounting on Discountinuing Operations despite the Transfer of Business Undertaking Under Slump sale As the Business under this division will be further carried on by the company.

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQC2843

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
**Suumaya Industries Limited**  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary



# CONSOLIDATED FINANCIALS STATEMENTS

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUUMAYA INDUSTRIES LIMITED Report on the Audit of the Consolidated Ind AS Financial Statements

### Opinion

We have audited the accompanying consolidated Ind AS financial statements of Suumaya Industries Limited (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, as were audited by the other auditors, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended (“the Act”) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Consolidated Ind AS Financial Statements’ section of our report. We are independent of the Company in accordance with the ‘Code of Ethics’ issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

### Emphasis Of Matter:

1. We draw your attention to Note 43(7) of the Consolidated Financial Statements, which states that Suumaya Industries Limited has entered in Business Transfer Agreement to transfer its Agro Division/ Segment (“Undertaking”), together with all specified assets and liabilities and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an “as is where is” basis as on 28.02.2023, to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board. The same has been further classified under Other Current Assets pending allotment of investment shares.
2. We draw your attention to Note 43(8) of the Consolidated Financial Statements, which states that in relation to Transfer of Agro Business undertaking to Suumaya Agro Limited, the company is required to restate the financial statement of the company to reflect the fair value of assets and liabilities transferred as if the business combination had been completed at the beginning of the earliest comparative period presented to reflect the true and fair view of restated financials in both acquirer and acquiree company. and as per the provision of para 9 of Appendix C of Ind AS 103, amounts in the financial statements has been restated. This includes restatement of statement of profit and loss also. Accordingly, the statement of profit and loss has been restated with effect from April 1 2021. Also, as per the provisions of Ind AS 103, the restatement will not be that of statement of profit and loss only but for entire financial statements including Balance Sheet, Cash Flow Statement, Statement of Changes in Equity, and other notes to accounts from the earliest preceding period presented (i.e. from April 1, 2021). Accordingly, the complete financial statements of the company has been restated and the necessary opinion from the

Ind AS Practitioner has been sought to consider the effect to the said transaction.

3. We draw your attention to Note 43(16); of the Consolidated Financial Statements, which states that the Company is carrying significant balances as trade and other receivables including amounts outstanding from earlier accounting periods which are outstanding for a period over 180 days as on March 31, 2023. Further the Company has created expected credit loss provision to the tune of INR 360.83 Crores in relation to recoverability of such debts after assessing the impact and status of such receivables with reference to the ageing profile, historical payment pattern, and the past record of the customer/ vendor.
4. We draw your attention to Note 43(17); of the Consolidated Financial Statements, which states that the Company has received Income tax Demands for AY 16-17 and AY 17-18 against order u/s 147 of Income tax Act to the tune of INR 60.91 crores and INR 14.71 crores respectively wherein the Company has filed appeals against such orders post the prescribed time limit. However, based on Management evaluation and analysis of such orders and the validity of such demands it has not created any provision in regards to the same
5. We draw your attention to Note 43(14); of the Consolidated Financial Statements, which states that the Company has created a provision for obsolete Inventory of INR 13.96 Crores in the Consolidated Financial Statements in the month of March 2023. The Management has represented that the same is on account of material deterioration in quality stock items related to the Textile Segment which will be scrapped in the subsequent period. The Company has obtained an independent expert confirmation to validate and substantiate the obsolescence of such stock item and validate that the inventory is not marketable.
6. We draw your attention to Note 43(13) of the Consolidated Financial Statements as per the information and explanation given by the management, the company had an unspent Corporate Social Responsibility (CSR) balance of INR 3.26 crores as March 31, 2022, which the company had decided to spend on ongoing projects, the law stipulates that s unspent amount which has to be spent on ongoing has to be transferred to a special bank account in compliance with the provision of sub-section (6) of section 135 of the Companies Act, 2013. However, the same has not been deposited by the company till the May 15, 2023 and resulted into non -compliance. As per Section 134(8) of the companies Act "Penalties for not discharging the duty of CSR", the company is liable for a penalty that would be twice the amount required to be transferred by the company to the specified fund under Schedule VII or the unspent CSR account, as the case may be, or 1 crore, whichever is less. As regards an officer of the company, the penalty would be 1/10th of the amount required to be transferred by the company to such fund or the unspent CSR account, as the case may be, whichever is less.
7. We draw your attention to Note 43(13) of the Consolidated Financial Statements as per the information and explanation given by the management, the company has an unspent Corporate Social Responsibility (CSR) balance of INR 12.60 crores as March 31, 2023, which the company had decided to spend on ongoing projects, the law stipulates that any unspent amount which has to be spent on ongoing has to be transferred to a special bank account in compliance with the provision of sub-section (6) of section 135 of the Companies Act, 2013. However, the same has not been deposited by the company till the May 15, 2023 and resulted into non -compliance. As per Section 134(8) of the companies Act "Penalties for not discharging the duty of CSR", the company is liable for a penalty that would be twice the amount required to be transferred by the company to the specified fund under Schedule VII or the unspent CSR account, as the case may be, or 1 crore, whichever is less. As regards an officer of the company, the penalty would be 1/10th of the amount required to be transferred by the company to such fund or the unspent CSR account, as the case may be, whichever is less.
8. We draw attention to the Consolidated Financial Results, which indicates that the Company has incurred a loss of Rs 468 crores for the year ended March 31, 2023. Particularly during the last financial year, there has also been a significant decline in the Company's profits, an increase in their collection period resulting in breach of customer/ vendor/ assignment agreements. The above indicators of financial stress has also resulted in a substantial delay in payment of statutory dues as mentioned in Note 43(9) to the Consolidated financial results. This requires the Company to take effective steps to augment its

capital base. On the Board Meeting held on February 04, 2023, the Company has proposed an internal restructuring scheme for the revival and growth of current operations and new business segments respectively. Under this Scheme the Company has proposed to increase the authorized share capital from INR 75 crores to INR 125 crores at standalone level thereby approved by the Shareholders on April 17, 2023 through e- voting by Postal Ballot. Further the Company has received commitments from the Promotor Group to provide Inter Corporate Deposits/ Loans to the tune of INR 200 crores as a personal guarantee for the outstanding statutory dues. The Company is further in process of submitting its reply against the Notice served u/s 148 of Income tax Act 1952.

In the opinion of the Company, based on the financial projections prepared by the Company and approved by the Board for the next 3 years, the capital infusion plans, the Company will be able to realize its assets and discharge its liabilities in its normal course of business and hence the financial results have been prepared on a going concern basis. The said assumption of going concern is inter-alia dependent on the Company's ability to achieve improvements in profitability and liquidity.

9. We draw your attention to Note 43(9) of the Consolidated Financial Statements that the Company has not yet paid the statutory dues as on March 31, 2023 to the tune of over INR 345 crores with an ageing of 0-27 months consisting of Self-Assessment Income Tax dues in relation to FY 20-21 and FY 21-22, Professional Fees, ESIC dues, Professional Tax, Tax Deducted at Source and Tax Credited at Source

Further the Company has not yet filed tax audit return and audit report for FY 21-22 on account of the Income Tax Search that was conducted on the Company during July 2022 . The Company is further in process of submitting its reply against the Notice served u/s 148 of Income tax Act 1952.

Our opinion is not modified in respect of the above matters as stated under Emphasis Of Matter

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Non Payment of Stautory Dues	Obtained details including ageing of various statutory dues payable by the Company to various authorities as at March 31, 2023 from the Management.
During the year, the Company has defaulted in depositing the statutory dues with various authorities as on March 31, 2023	Confirmed the accuracy of the statutory dues payable as at March 31, 2023 to various authorities from the relevant documents, challans and ledger accounts maintained by the Company

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read



the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the state of affairs of the Company, view of the financial position, financial performance including other comprehensive income, cash flows of the Group and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based

on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

We did not audit the financial statements and other financial information in respect of eight subsidiaries, whose financial statements / financial results reflect total assets (before consolidation adjustments) of Rs. 2106 crores as at March 31, 2023, total revenue (before consolidation adjustments) of Rs. 737.6 crores and total loss (before consolidation adjustments) of Rs. 321.61 crores for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

The consolidated annual financial results include the unaudited financial results of one foreign subsidiary, whose financial statements / financial results reflect total assets (before consolidation adjustments) of Rs. 0.08 crores as at March 31, 2023, total revenue (before consolidation adjustments) of Rs. 0 crores and total loss (before consolidation adjustments) of Rs. 0.07 crores for the year ended on that date, as considered in the consolidated annual financial results.

These Consolidated financial statements/ financial results/ financial information are unaudited and have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on such unaudited Consolidated financial

statements/financial results/financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Consolidated financial statements/financial results/financial information are not material to the Group.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

2A As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that: :

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on April 04, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate Report in "Annexure 2" to this report;

2B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the "Other Matters" paragraph:

(a) The consolidated financial statements disclose the impact of pending litigations as at March 31, 2023 on the consolidated financial position of the Group. Refer Note 38 to the consolidated financial statements.

(b) Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2023.

(c) There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended March 31, 2023.

d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 40(A) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies or

- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the note 40(B) to the consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or

- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement

(e) The holding company has not declared any final or interim dividend during FY 2022-23 and have not violated any rules mentioned under section 123 of Companies Act, 2013.

Further, based on the consideration of the reports of other auditors, the subsidiary companies have not declared or paid any dividend during the year.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15, 2023.  
UDIN : 23107896BGWMQD1618



**ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS OF SUUMAYA INDUSTRIES LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

In our opinion and according to the information and explanations given to us, there are the below mentioned qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements

Sr. No.	Name	CIN	Holding Company/ subsidiary/ Associate/ Joint Venture	Clause number of the CARO report which is qualified or adverse
1	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(ii)(a)
2	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(iii)(c)
3	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(iii)
4	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(iii)(b)
5	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(iii)(f)
6	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(iv)
7	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(v)
8	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(vii)(a)
9	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(ix)(a)
10	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(xiv)(a)
11	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(xiv)(b)
12	Suumaya Industries Limited	L18100MH2011PLC220879	Holding Company	3(x)(x)
13	Suumaya Protective Textcorp Limited	U18109MH2020PLC346936	Subsidiary Company	3(vii)(b)
14	Suumaya Trans Logistics Limited	U60200MH2021PLC361229	Subsidiary Company	3(vii)(b)
15	Suumaya Limited Retail	U52602MH2020PLC348508	Subsidiary	3(i)(a)
16	Suumaya Limited Retail	U52602MH2020PLC348508	Subsidiary	3(vi)(a)
17	Suumaya Limited Retail	U52602MH2020PLC348508	Subsidiary	3(xvi)
18	Suumaya Limited Retail	U52602MH2020PLC348508	Subsidiary	3(xix)

19	Suumaya Limited Agro	U01110MH2020PLC346792	Subsidiary	3(vii)
20	Suumaya Limited Agro	U01110MH2020PLC346792	Subsidiary	3(xix)

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15,2023.  
UDIN : 23107896BGWMQD1618

## ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SUUMAYA INDUSTRIES LIMITED

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Suumaya Industries Limited as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Suumaya Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

#### Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these consolidated financial statements includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial

statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Consolidated Financial Statement

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Basis for Disclaimer of Opinion

According to the information and explanations given to us, the Holding Company has not established its internal financial control over financial reporting on criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India

#### Disclaimer of Opinion

Due to significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion whether the Holding Company had adequate Internal Financial Controls over Financial Reporting and whether such internal financial controls were operating effectively as at March 31, 2023. Accordingly, we do not express an opinion on the Company's Internal Financial Control over Financial Reporting

#### Explanatory Paragraph

The above stated disclaimer of opinion was considered in determining the nature, timing and extent of audit tests applied in our audit of consolidated financial statements of the Company for the year ended March 31, 2023 and this report does not affect our report of even date which expressed an opinion on those consolidated financial statements

#### Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company, insofar as it relates to the 8 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary incorporated in India.

For Naik Mehta & Co.  
Chartered Accountants  
FRN:124529W

Sd/-  
CA Alpa Mehta  
Partner  
Membership No. 107896.  
Place : Mumbai  
Date : May 15, 2023.  
UDIN : 23107896BGWMQD1618



CONSOLIDATED BALANCE SHEET

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

	Particulars	Note	As at March 31, 2023	As at March 31, 2022
(I)	ASSETS			
(A)	Non-current assets			
(a)	Property, plant and equipment	3	27.60	34.47
(b)	Right-of-use assets	4	5.02	16.08
(c)	Goodwill	5	-	-
(d)	Other intangible assets	5	3.17	1.36
(e)	Intangible assets under development	5(a)	-	1.78
(f)	Financial assets		-	-
	i. Investments	6	19.29	5.10
	ii. Loans	7	-	-
	iii. Other financial assets	13(b)	-	2.96
(g)	Deferred tax assets	29	2.06	0.19
(h)	Income tax asset	8	1.76	6.33
(i)	Other non-current assets	9	0.95	11.71
	Total non-current assets		59.86	79.97
(B)	Current assets			
(a)	Inventories	10	18.58	84.72
(b)	Financial assets			
	i. Investment	6(a)	0.06	0.31
	ii. Trade receivables	11	1,267.09	918.41
	iii. Cash and cash equivalents	12(a)	2.93	5.20
	iv. Bank balances other than (ii) above	12(b)	1.51	1.45
	v. Loans	7(A)	809.57	47.21
	vi. Other financial assets	13(a)	192.86	955.06
(c)	Income Tax Asset	14	5.13	-
(d)	Other current assets	9	17.54	33.79
	Total current assets		2,315.28	2,046.15
	Total assets		2,375.13	2,126.12
(II)	EQUITY AND LIABILITIES			
(A)	Equity			
(a)	Equity share capital	15(a)	61.14	30.57
(b)	Instruments entirely equity in nature			-
(c)	Other equity	15(b)	850.71	1,339.38
(d)	Minority interest		-	19.53
	Total equity		911.85	1,389.48
(III)	LIABILITIES			

CONSOLIDATED BALANCE SHEET

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

	Particulars	Note	As at March 31, 2023	As at March 31, 2022
(A)	Non-current liabilities			
(a)	Financial liabilities			
	i. Borrowings	16	26.05	3.69
	ii. Lease liabilities	4	4.16	15.10
(b)	Deferred tax liabilities	29	1.42	1.14
(c)	Other Non current liabilities	20 (a)	0.06	-
(d)	Provisions	21 (a)	-	0.01
	Total non-current liabilities		31.68	19.94
(B)	Current liabilities			
(a)	Financial liabilities			
	i. Borrowings	16	324.29	364.04
	ii. Lease liabilities.	4	1.33	3.59
	iii. Trade payables		-	-
	- total outstanding dues of micro enterprises and small enterprises;	17	0.34	10.74
	- total outstanding dues of creditors other than micro enterprises and small enterprises		422.99	81.11
	iv. Other financial liabilities	18	1.32	1.42
(b)	Income tax liabilities	19	251.52	224.24
(c)	Provisions	21 (b)	106.35	19.28
(d)	Other current liabilities	20	323.47	12.29
			-	-
	Total current liabilities		1,431.62	716.70
	Total liabilities		1,463.30	736.64
	Total equity and liabilities		2,375.13	2,126.12
	The accompanying notes are integral part of these consolidated financial statements.			
	This is the Consolidated Balance Sheet referred to in our report of even date.			

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

For & behalf of the Board of Directors of  
Suumaya Industries Limited  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQD1618

Mumbai. May 15, 2023

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary

CONSOLIDATED PROFIT & LOSS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

	Particulars	Note	Year ended 31st March 2023	Year ended 31st March 2022
	Income			
1	Revenue from operations	22	663.48	12,816.24
2	Other income	23	93.94	6.35
3	Total revenue		757.41	12,822.59
4	Expenses			
	Cost of material consumed	24	-	10,818.70
	Purchases of stock-in-trade	24	600.47	247.45
	Changes in inventories of finished goods, stock-in-trade and finished goods	25	52.64	365.22
	Employee benefit expense	26	6.99	8.30
	Finance costs	27	5.58	8.19
	Depreciation and amortisation expense	28	8.22	5.71
	Other expenses	29	551.51	58.56
	Total expenses		1,225.39	11,512.13
5	PROFIT BEFORE EXCEPTIONAL ITEMS AND TAX (3-4)		(467.98)	1,310.46
	Exceptional items		-	279.33
6	PROFIT BEFORE TAX		(467.98)	1,031.13
7	Income tax expense:			
	Current tax	30	-	158.20
	Deferred tax		-	0.37
	Total tax expense		-	158.57
8	Profit for the year		(467.98)	872.56
9	Other comprehensive income			
	Items that may be reclassified to profit or loss		(2.34)	-
	Items that will not be reclassified to profit or loss		-	-
	Other comprehensive income for the year		(2.34)	-
10	Total comprehensive income for the year		(470.32)	872.56
11	Profit attributable to:			
	- Owners of the Group		(470.32)	872.56
	- Non-controlling interest		-	-
12	Other comprehensive income attributable to:			
	- Owners of the Group		-	-
	- Non-controlling interest		-	-
13	Total comprehensive income attributable to:			
	- Owners of the Group		(470.32)	872.56
	- Non-controlling interest		-	-
	Paid-up equity share capital (Face Value ₹10/- each)		61.14	30.57

CONSOLIDATED PROFIT & LOSS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

	Particulars	Note	Year ended 31st March 2023	Year ended 31st March 2022
14	Earnings per equity share of Rs. 10 each			
	- Basic (in Rs.)	31	(7.69)	28.55
	- Diluted (in Rs.)		(7.69)	13.83
	The accompanying notes are integral part of these consolidated financial statements.			
	This is the Consolidated Statement of Profit and Loss referred to in our report of even date.			

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

For & behalf of the Board of Directors of  
Suumaya Industries Limited  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQD1618

Mumbai. May 15, 2023

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary



CONSOLIDATED STATEMENT OF CASHFLOW

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Particulars	Year Ended 31st March 2023	Year ended 31st March 2022
	(Audited)	(Audited)
CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	(467.98)	1,031.13
Adjustments :		
Depreciation and amortisation expense	8.22	5.71
Interest Income	(2.88)	(0.93)
Dividend Income	-	(1.00)
Other Income	(91.06)	(4.42)
Finance cost	5.58	8.19
Provision/write off/reversal for doubt trade receivables or advances	360.84	-
Sundry balances written off	36.86	0.10
Sundry balances written back	(10.76)	(0.03)
Provision for stock	13.96	(0.03)
Provision for doubtful debts	-	0.40
stock write off	-	279.33
Capital Reserve adjustment on account of sale of undertaking		
Operating profit before working capital changes	(147.22)	1,318.46
Adjustments for change in working capital:		
Decrease/(Increase) in Inventories	66.14	365.35
Decrease /(Increase) in Trade receivables	(348.68)	2,793.04
Decrease/ (Increase ) in Loans	(762.36)	(31.14)
Decrease/ (Increase ) in Other financial assets	762.20	(1,590.24)
Decrease/ (Increase) in Other current assets	16.25	15.35
Decrease/ (Increase) in Other non - current assets	10.75	(10.88)
Decrease/ (Increase) in Financial Assets (Loans)	-	-
(Decrease) / Increase in Trade payables	331.48	(3,558.80)
(Decrease) / Increase in Other financial liabilities	(0.09)	(0.15)
(Decrease) /Increase in Other current liabilities	311.17	(6.07)
Less : Current Tax	(160.61)	-
Less : Exceptional Item	-	(279.33)
Net cash inflow / (outflow) from operating activities	79.04	(984.42)
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of property, plant and equipment	(24.65)	(26.32)
Purchase of intangibles under development	(1.81)	(0.68)
Investment in subsidiaries	-	(0.00)
Interest income	(2.88)	(0.93)
Investment in bank deposits	(0.07)	(15.00)

CONSOLIDATED STATEMENT OF CASHFLOW

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Particulars	Year Ended 31st March 2023	Year ended 31st March 2022
	(Audited)	(Audited)
Net cash inflow / (outflow) from investing activities	(29.40)	(42.94)
CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of share warrants	-	14.06
Interim dividend	-	
Proceeds from borrowings /Payment of Borrowings	(44.30)	1,016.96
Principal repayment of lease liability	(13.20)	5.94
Payment of dividend		(0.38)
Finance cost	5.58	(9.46)
Net cash inflow / (outflow) from financing activities	(51.91)	1,027.12
Net Increase/(Decrease) in cash and cash equivalents	(2.28)	(0.24)
Add : Cash and cash equivalents at beginning of the year	5.20	5.44
Cash and cash equivalents at end of the year	2.93	5.20
The accompanying notes are integral part of these consolidated financial statements.		
The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Stan- dard (Ind AS) 7,‘Statement of Cash Flows’.		
This is the Consolidated Statement of Cash Flow referred to in our report of even date.		

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQD1618

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
Suumaya Industries Limited  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

A.	Equity share capital					
	Particulars		Number of shares		Amount	
	As at March 31, 2021		28,068,000		28.07	
	Issued during the year under warrants		2,499,655		2.50	
	As at March 31, 2022		30,567,655		30.57	
	Bonus Issued		30,567,655		30.57	
	As at March 31, 2023		61,135,310		61.14	
B.	Other equity					
	Particulars	Reserves and surplus			Total other equity	
		Securities premium	Retained earnings	Capital Reserve		Equity Component of Other Financial Instruments (Share Warrants)
	Balance as at March 31, 2021	27.47	419.26		10.76	457.49
	Profit for the year	-	872.56		-	872.56
	Other comprehensive income	-	-			-
	Total comprehensive income for the year	-	872.56	-		872.56
	Share issue expenses					
	Premium amount from conversion of warrants	16.25				16.25
	Changes in Reserve		(2.09)			(2.09)
	Transfer of warrants into shares				(4.69)	(4.69)
	Balance as at March 31, 2022	43.72	1,289.73	-	6.07	1,339.52
	Profit for the year		(467.98)			(467.98)
	Changes in Reserve		(14.82)	-		(14.82)
	Share warrant forfeited				(6.07)	(6.07)
	Balance as at March 31, 2023	43.72	806.99	-	-	850.71
	The accompanying notes are integral part of these consolidated financial statements.					
	This is the Consolidated Statement of Changes in Equity referred to in our report of even date.					

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQD1618

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
**Suumaya Industries Limited**  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

1	Group information
	<p>Suumaya Industries Limited (formerly known as Suumaya Lifestyle Limited) (“the Holding Company or “the Company”), is a public limited company domiciled in India. The equity shares of the Com-pany are listed on the National Stock Exchange (NSE) in India. The registered office of the Company was located at Gala No.5F/D, Malad Industrial Units Coop Society Limited, Kachpada, Ramchandra Lane Extension, Malad (W) Mumbai, Maharashtra - 400064. The Registered office of company was changed on 30/05/2022 to 20th Floor, Wing A B and F,2001 to 2002,Lotus Corporate Park,West-ern Express Highway,Goregaon East, Mumbai, Maharastra-400063. It was further changed to 20th Floor, Wing B, Lotus Corporate Park, Western Express Highway, Goregaon East,Mumbai,Maharas-tra-400063 on 12/04/2023.</p> <p>The Company and its subsidiaries (together referred to as the “Group”) are engaged in the business of textile, medical textile, agri commodities, and retailing of groceries and staples.</p> <p>The consolidated financial statements of the Group for the year ended 31st March, 2023 were ap-proved for issue in accordance with the resolution of the Board of Directors on May 15, 2023.</p>
2A	Summary of significant accounting policies
	<p>This note provides a list of the significant accounting policies adopted in the preparation of these con-solidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.</p>
(a)	Basis of preparation
	(i) Compliance with Ind AS
	<p>The consolidated financial statements comply in all material aspects with Indian Accounting Stan-dards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.</p>
	<p>The consolidated financial statements upto and including year ended March 31, 2023 were prepared in accordance with the accounting standards as prescribed under Section 133 of the Companies Act 2013 (‘the Act’) read with rule 7 of the Companies (Accounting) Rules, 2014, the provisions of the Companies Act 2013 (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI) and other relevant provisions of the Act.</p>
	(ii) Historical cost convention
	<p>The consolidated financial statements have been prepared on a historical cost basis, except for the following:</p> <ul style="list-style-type: none"><li>• Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).</li></ul>
	(iii) Current - non-current classification
	<p>The Group presents assets and liabilities in the balance sheet based on current/ non-current classifica-tion.</p> <p>An asset is treated as current when it is:</p> <ul style="list-style-type: none"><li>• Expected to be realised or intended to be sold or consumed in normal operating cycle;</li><li>• Held primarily for the purpose of trading;</li><li>• Expected to be realised within twelve months after the reporting period; or</li><li>• Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.</li></ul> <p>All other assets are classified as non-current</p>



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>A liability is treated as current when:</p> <ul style="list-style-type: none"><li>• It is expected to be settled in normal operating cycle;</li><li>• It is held primarily for the purpose of trading;</li><li>• It is due to be settled within twelve months after the reporting period; or</li><li>• There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.</li></ul> <p>All other liabilities are classified as non-current</p>
	Deferred tax assets and liabilities are classified as non-current assets and liabilities
	<p>Operating cycle</p> <p>Operating cycle of the Group is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has identified twelve months as its operating cycle.</p>
(b)	Principles of consolidation and equity accounting
	(i) Subsidiaries
	<p>Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.</p>
	The acquisition method of accounting is used to account for business combinations by the Group.
	<p>The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.</p>
	<p>Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.</p>
	(ii) Associates
	<p>Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.</p>
	(iii) Joint Ventures
	<p>Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.</p>
	(iv) Equity method
	<p>Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.</p>
	<p>Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.</p>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.</p>
	<p>The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note (i) below.</p>
	(v) Changes in ownership interests
	<p>The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.</p>
	<p>When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.</p>
	<p>If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate</p>
(c)	Segment reporting
	<p>Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Financial Officer (CFO). The CFO, who has the ability to evaluate financial performance and position of the Group and who allocates resources, is the Chairman and Managing Director.</p> <p>Refer Note 35 for segment information provided</p>
(d)	Foreign currency translation
	(i) Functional and presentation currency
	<p>Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.</p>
	(ii) Transactions and balances
	<p>Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.</p> <p>Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.</p>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

(e)	Revenue recognition
	<p>The Group derives revenues primarily from sale of products. Revenue from contracts with customers is recognised when control of the products are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those products.</p> <p>Revenue from sale of products: Revenue from the sale of products is recognized at the point in time when control of the products is transferred to the customer, which generally coincides with dispatch. Revenue is measured at the fair value of the consideration received or receivable net of returns and allowances, trade discounts and volume rebates.</p>
(f)	Income tax
	<p>The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.</p> <p>The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.</p> <p>Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.</p> <p>Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.</p>
	<p>Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.</p>
	<p>Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.</p>
	<p>Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.</p>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.</p>
(g)	Leases - as a lessee
	<p>Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead account for these as a single lease component.</p> <p>Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:</p> <ul style="list-style-type: none"><li>• fixed payments (including in-substance fixed payments), less any lease incentives receivable</li><li>• variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date</li><li>• amounts expected to be payable by the Group under residual value guarantees</li><li>• the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and</li><li>• payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option</li></ul> <p>Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee’s incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.</p> <p>To determine the incremental borrowing rate, the Group :</p> <ul style="list-style-type: none"><li>• where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,</li><li>• uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and</li><li>• makes adjustments specific to the lease, e.g. term, country, currency and security.</li></ul>



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.</p> <p>Right-of-use assets are measured at cost comprising the following:</p> <ul style="list-style-type: none"><li>• the amount of the initial measurement of lease liability</li><li>• any lease payments made at or before the commencement date less any lease incentives received</li><li>• any initial direct costs, and</li><li>• restoration costs.</li></ul> <p>Right-of-use assets are generally depreciated over the shorter of the asset’s useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset’s useful life.</p> <p>Payments associated with short-term leases of equipment and vehicles and all leases of low-value as-sets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.</p> <p>As a practical expedient of Ind AS 116 “Leases”, the Group has considered Covid-19-related rent concessions not to be lease modification, hence the income towards rent concession is recognised in “Other Income” in the statement of profit and loss account.</p>
(h)	Business combinations
	<p>The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acqui-sition of a subsidiary comprises the:</p> <ul style="list-style-type: none"><li>• fair values of the assets transferred;</li><li>• liabilities incurred to the former owners of the acquired business;</li><li>• equity interests issued by the group; and</li><li>• fair value of any asset or liability resulting from a contingent consideration arrangement.</li></ul>
	<p>Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combina-tion are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest’s proportionate share of the acquired entity’s net identifiable assets. Acquisition-related costs are expensed as incurred.</p> <p>The excess of the</p> <ul style="list-style-type: none"><li>• consideration transferred;</li><li>• amount of any non-controlling interest in the acquired entity, and</li><li>• acquisition-date fair value of any previous equity interest in the acquired entity</li></ul> <p>over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is rec-ognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain pur-chase. In other cases, the bargain purchase gain is recognised directly in equity as capital reserve.</p>

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity’s incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.</p> <p>Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.</p> <p>If the business combination is achieved in stages, the acquisition date carrying value of the acquirer’s previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss or other comprehen-sive income, as appropriate.</p>
(i)	Impairment of assets
	<p>Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.</p> <p>An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of dispos-al and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identi-fiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).</p> <p>Non-financial assets other than goodwill that suffered an impairment are reviewed for possible rever-sal of the impairment at the end of each reporting period.</p>
(j)	Cash and cash equivalents
	<p>For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid invest-ments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.</p>
(k)	Trade receivables
	<p>Trade receivables are amounts due from customers for goods sold or services performed in the ordi-nary course of business. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest meth-od.</p>

NOTES TO FINANCIAL STATEMENTS  
For the Year Ended 31st March, 2023

(l)	Inventories
	Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on a “Weighted Average Cost” basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.
(m)	Investments and other financial assets
	(i) Classification
	<p>The Group classifies its financial assets in the following measurement categories:</p> <ul style="list-style-type: none"><li>• those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and</li><li>• those measured at amortised cost.</li></ul> <p>The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.</p> <p>For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.</p> <p>The Group reclassifies debt investments when and only when its business model for managing those assets changes.</p>
	(ii) Recognition
	Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sell the financial asset.
	(iii) Measurement
	At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

NOTES TO FINANCIAL STATEMENTS  
For the Year Ended 31st March, 2023

	<p><i>Debt instruments</i></p> <p>Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:</p> <ul style="list-style-type: none"><li>• Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses if any, are presented as separate line item in the statement of profit and loss.</li><li>• Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains and losses and impairment expenses are presented as a separate line item in statement of profit and loss.</li><li>• Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.</li></ul>
	<p><i>Equity instruments</i></p> <p>The Group subsequently measures all equity investments at fair value. Where the Group’s management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the Group’s right to receive payments is established.</p> <p>Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.</p>
	(iv) Impairment of financial assets
	<p>The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 32 details how the Group determines whether there has been a significant increase in credit risk.</p> <p>The Group does not envisage either impairment in the value of receivables from beneficiaries or loss due to time value of money due to delay in realization of trade receivables.</p>



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	(v) Derecognition of financial assets
	<p>A financial asset is derecognised only when:</p> <ul style="list-style-type: none"><li>• The Group has transferred the rights to receive cash flows from the financial asset or</li><li>• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.</li></ul> <p>Where the Group has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the Group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.</p> <p>Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.</p>
	(vi) Income recognition
	<p>Interest income</p> <p>Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.</p> <p>Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).</p> <p>Dividends</p> <p>Dividends are received from financial assets at fair value through profit or loss and at FVOCI. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.</p>
(n)	Offsetting financial instruments
	<p>Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.</p>
(o)	Property, plant and equipment

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. Historical cost comprises of the purchase price including import duties and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.</p> <p>Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.</p>		
	<p>Transition to Ind AS</p> <p>On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2019 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.</p>		
	<p>Depreciation methods, estimated useful lives and residual value</p> <p>Depreciation on property, plant and equipment is calculated using written-down value method over the useful life of the asset estimated by the management. Depreciation on additions is provided on a pro rata basis from the month of installation or acquisition. Depreciation on deletions/ disposals is provided on a pro rata basis upto the month preceding the month of deletions/ disposals. The management believes that these estimated useful lives reflect fair approximation of the period over which the assets are likely to be used. The Group has used the following rates to provide depreciation on its tangible fixed assets:</p>		
	Assets	Useful lives followed by Group	Useful lives prescribed in Schedule II of the Companies Act, 2013
	Plant and machinery	15 years	15 years
	Furniture and fixtures	10 years	10 years
	Vehicles	10 years	8 years
	Office equipments	15 years	5 years
	Computers	3 years	3 years
	Computer Servers	6 years	6 years
	Immovable asset	60 years	60 years
	<p>Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.</p>		
	<p>The useful lives of few assets have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.</p> <p>The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.</p>		

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.	
	Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).	
(p)	Intangible assets	
	(i) Goodwill	
	Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.	
	Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.	
	(ii) Computer software	
	Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets where the following criteria are met: <ul style="list-style-type: none"><li>• it is technically feasible to complete the software so that it will be available for use</li><li>• management intends to complete the software and use or sell it</li><li>• there is an ability to use or sell the software</li><li>• it can be demonstrated how the software will generate probable future economic benefits</li><li>• adequate technical, financial and other resources to complete the development and to use or sell the software are available, and</li><li>• the expenditure attributable to the software during its development can be reliably measured.</li></ul> Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.  Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.	
	(iii) Amortisation methods and periods	
	The Group amortises intangible assets using the straight-line method over the following periods:	
	Asset	Useful lives followed by Group
	Computer software	6 years
	Transition to Ind AS	
	On transition to Ind AS, the Group has elected to continue with the carrying value of all of intangible assets recognised as at April 1, 2019 measured as per the previous GAAP and used that carrying value as the deemed cost of intangible assets.	

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

(q)	Trade and other payables
	These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.
(r)	Borrowings
	Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.
	Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.
(s)	Borrowing costs
	General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.  Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.  Other borrowing costs are expensed in the period in which they are incurred.
(t)	Provisions and contingent liabilities
	<b>Provisions:</b> Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are not recognised for future operating losses.  Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.
	Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<b>Contingent liabilities:</b> Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.
(u)	Contributed equity
	Equity shares are classified as equity.  Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.
(v)	Dividends
	Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Group, on or before the end of the reporting period but not distributed at the end of the reporting period.
(w)	Earnings per share
	<b>(i) Basic earnings per share</b> Basic earnings per share is calculated by dividing:  <ul style="list-style-type: none"><li>• the profit attributable to owners of the Group</li><li>• by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year. (Note 31)</li></ul>
	<b>(ii) Diluted earnings per share</b> Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:  <ul style="list-style-type: none"><li>• the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and</li><li>• the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares. (Note 31)</li></ul>
(x)	Rounding of amounts
	All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated. The figure 0.00 wherever stated represents value less than Rs.50,000.
2B	Critical estimates and judgements
	The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.
	This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

	<p>“The areas involving critical estimates of judgements are:</p> <ul style="list-style-type: none"><li>• Estimation of current tax expense and current tax payable - Note 30</li><li>• Estimated useful life of tangible and intangible asset - Note 3, 5</li><li>• Recognition of revenue and allocation of transaction price - Note 22</li><li>• Recognition of deferred tax assets for carried forward tax losses - Note 30</li><li>• Determination of lease term and estimation of amount payable under residual value guarantees - Note 4”</li></ul>
	Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.
2C	BTA - Note
	Company has entered in Business Transfer Agreement with its subsidiary Suumaya Agro Limited to sell off its Agro Division/ Segment(“Undertaking”), together with all specified tangible and intangible assets and liabilities, and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an “as is where is” basis as on 28.02.2023 ,to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value approximately of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board.. The same has been further classified under Other Current Assets pending allotment of investment shares.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Note 3- Property, plant and equipment							
Particulars	Furniture and fixture	Computer	Plant and Equipment	Office equipment	Vehicle	Building	Total
<b>Year ended March 31, 2022</b>							
Gross carrying amount							
Opening gross carrying amount	0.60	0.20	2.23	0.04	0.63	5.05	8.75
Additions	-	21.99	-	2.24	-	1.00	25.23
Disposals and transfers	-	0.05	-	-	-	-	0.05
Closing gross carrying amount	0.60	22.14	2.23	2.28	0.63	6.05	33.93
Accumulated depreciation							
Opening accumulated depreciation	0.12	0.05	0.25	0.03	0.07	0.04	0.56
Depreciation charge during the year	0.06	0.16	0.08	0.07	0.06	1.08	1.51
Disposals and transfers							-
Closing accumulated depreciation	0.18	0.21	0.33	0.10	0.13	1.12	2.07
Net carrying amount as at March 31, 2022	0.42	21.93	1.90	2.18	0.50	4.93	31.86
<b>Year ended March 31, 2023</b>							
Gross carrying amount							
Opening gross carrying amount	0.60	22.05	2.23	2.28	0.63	5.05	32.84
Additions	-	-	-	0.05	-	-	0.05
Disposals and transfers	-	-	-	-	-	-	-
Closing gross carrying amount	0.60	22.05	2.23	2.33	0.63	5.05	32.89
Accumulated depreciation							
Opening accumulated depreciation	0.18	0.20	0.33	0.10	0.13	0.12	1.06
Depreciation charge during the year	0.06	3.84	0.15	0.05	0.06	0.08	4.24
Disposals and transfers							-
Closing accumulated depreciation	0.24	4.05	0.48	0.14	0.19	0.20	5.30
Net carrying amount as at March 31, 2023	0.36	18.00	1.75	2.19	0.44	4.85	27.60

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note 4 - Leases		
Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17.		
Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors.		
Effective April 1, 2019 the Group adopted Ind AS 116 – Leases and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. The Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application and right of use asset at an amount equal to the lease liability adjusted for any prepayments/accruals recognised in the balance sheet as on April 1, 2019. There is no impact on retained earnings as on April 1, 2019.		
A contract is, or contains, a lease if the contract conveys the right to control the use of an identified assets for a period of time in exchange for consideration. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. The Group has adopted Ind AS 116, effective annual reporting period beginning April 1, 2019 and applied the standards to its leases, prospectively, applying the standards on initial application without making any adjustment to opening balance of retained earnings.		
The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is 8.90%. This note provides information for leases where the Group is a lessee. The Group leases various spaces in malls and godowns. Rental contracts are typically made for fixed periods of 2 years to 5 years, but may have extension option as described in (ii) below.		
Amounts recognised in Balance Sheet		
The balance sheet shows the following amount relating to leases:		
Particulars	As at March 31, 2023	As at March 31, 2022
Right-of-use assets		
Premises	5.02	16.08
Total	5.02	16.08
Lease liabilities		
Current	1.33	3.59
Non-current	4.16	15.10
Total	5.49	18.68
a) Extension and Termination options		
Extension and Termination options are sometimes included in leases of the Group. Extension options held by the Group have not been included in the lease liabilities only when the Group could replace the asset without significant cost or disruption to business operations or it is reasonably certain that the Group will not extend the lease. The Group continues to make this assessment on ongoing basis for any change. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.		



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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b) Practical expedient applied		
While applying Ind AS 116 on the transition date, the Group has adopted following practical expedients available in the standard as on transition date:		
- the Group has utilized the exemptions provided for short-term leases (less than a year).		
- initial direct costs are excluded from the measurement of right-of-use assets at the date of initial applica-tion.		
- the Group has used a single discount rate to a portfolio of leases with reasonably similar characteristics.		
- the Group has applied practical expedients on not to separate non-lease component from leases on initial application and instead accounts for these as a single lease component.		
- using hindsight in determining the lease term where the contract contains options.		
Note 5 - Goodwill and other intangible assets		
Particulars	Goodwill	Computer software
<b>Year ended March 31, 2022</b>		
Gross carrying amount		
Opening gross carrying amount	0.05	0.01
Additions	-	1.41
Disposals and transfers	0.05	
Closing gross carrying amount	-	1.42
Accumulated amortization and impairment		
Opening accumulated amortization	-	-
Amortization and impairment charge during the year	-	0.06
Closing accumulated amortization and impairment	-	0.06
Net carrying amount as at March 31, 2022	-	1.36
<b>Year ended March 31, 2023</b>		
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	-	3.17
Disposals and transfers	-	
Closing gross carrying amount	-	3.17
Opening accumulated amortization	-	-
Amortization and impairment charge during the year	-	-
Closing accumulated amortization and impairment	-	-
Net carrying amount as at March 31, 2023	-	3.17

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For the Year Ended 31st March, 2023  
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Note 5 (a) - Intangible assets under development		
Particulars	As at March 31, 2023	As at March 31, 2022
Software		1.78
Total		1.78
Note 6 - Investments		
Particulars	As at March 31, 2023	As at March 31, 2022
Investment in limited liability partnership: (carried at cost)		
Unquoted		
Other investments : (carried at fair value through profit and loss)	5.10	5.10
0.0001% CCPS Nyasaa Retail Private Limited (CCPS : 154507, FV Rs. 100/-each, issue price : 323.61 per share.		
Unquoted		
Other investments : (carried at fair value through profit and loss)		
60,00,000 (March 31, 2022: Nil) fully paid equity shares of Rs. 10 each of White Organic Retail Limited	13.87	-
Other	0.32	
Total (Equity instruments)	19.29	5.10
Total non-current investments	19.29	5.10
Aggregate amount of Unquoted investments	19.29	5.10
Note 6 (a) - Investments (Current)		
Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate amount of Quoted investments	0.06	0.31
	0.06	0.31
Note 7 - Loans		
Particulars	As at March 31, 2023	As at March 31, 2022
Current		
Loans to others	809.57	47.21
Loans to related parties (refer note 35)	-	-
Security deposits	-	-
Total (A)	809.57	47.21
Non-Current		
Security deposits	-	-
Total (B)	-	-
Loans considered good - Unsecured	809.57	47.21
(less): Allowance for impairment loss	-	-
Total (A)+(B)	809.57	47.21





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Particulars	As at March 31, 2023	As at March 31, 2022
Total transferred receivables	-	-
Associated secured borrowings	-	-
Note 12(a) - Cash and cash equivalents		
Particulars	As at March 31, 2023	As at March 31, 2022
Cash on hand	1.82	4.38
Balances with banks		
-in current account	1.11	0.82
Total	2.93	5.20
Balances with banks includes unclaimed dividend of INR 0.13 Cr as at March 31, 2023		
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and the prior years.		
Note 12(b) - Other bank balances		
Particulars	As at March 31, 2023	As at March 31, 2022
Deposits with remaining maturity more than 3 months and less than 12 months	1.51	1.45
Total	1.51	1.45
The deposit amounting to INR 1.51 Cr as at March 31, 2023 is held as bank guarantee against bill discount facility availed by the Company.		
Note 13 (a)- Other Financial Asset		
Particulars	As at March 31, 2023	As at March 31, 2022
Other financial assets (current)		
-Assignment with NBFC	191.22	939.87
-Others	1.63	15.19
Total	192.86	955.06
Note 13 (b)- Other Financial Asset		
Particulars	As at March 31, 2023	As at March 31, 2022
Other financial assets (non- current)		
-Others	-	2.96
Total	-	2.96
Note 14 - Income Tax Asset		
Particulars	As at March 31, 2023	As at March 31, 2022
Current income tax asset	5.13	-
Amount receivable from government authorities	-	-
Total	5.13	-

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	Note 15(a) - Equity share capital				
	Authorised equity share capital				
	Particulars		Number of shares	Amount	
	As at 31 March 2021		54,000,000	54	
	Increase during the year				
	As at 31 March 2022		54,000,000	54	
	Increase during the year		21,000,000	21	
	As at 31 March 2023		75,000,000	75	
a)	Movements in equity share capital				
	Issued,subscribed and paid up capital				
	Particulars		Number of shares	Amount	
	As at 31 March 2021		28,068,000	28.07	
	Increase during the year		2,499,655	2.50	
	As at 31 March 2022		30,567,655	30.57	
	Increase during the year		30,567,655	30.57	
	As at 31 March 2023		61,135,310	61.14	
	Notes:				
	The above equity shares include 3,05,67,655 equity share allotted to promoter and promoter group category on March 31, 2023 as bonus shares				
b)	Terms and rights attached to equity shares				
	The Group has only one class of shares referred to as equity shares having a par value of Rs 10. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Group, the holders of equity shares will be entitled to receive any of the remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
c)	Details of shareholders holding more than 5% of the shares in the Group				
	Equity shareholders	As at March 31, 2023		As at March 31, 2022	
		Number	% holding	Number	% holding
	Indiacredit Risk Management LLP		0.00%	4,860,000	15.90%
	Ushik Mahesh Gala	9,697,332	15.86%	4,848,666	15.86%
	Ishita Mahesh Gala	4,025,978	6.59%	3,916,489	12.81%
	As per the records of the Group including its register of members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represent legal ownership of shares.				

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Shareholding of promoters (each class)						
Promoter Name	As at 31.03.2023			As at 31.03.2022		
	Number of Shares	% holding	% Change during the years	Number of Shares	% holding	% Change during the years
Equity shares:						
Indiacredit Risk Manage-ment LLP		-	(15.90)	4,860,000	15.90	(1.42)
Ushik Mahesh Gala	9,697,332	15.86	-	4,848,666	15.86	0.68
Ishita Mahesh Gala	4,025,978	6.59	(6.23)	3,916,489	12.81	5.67
Amisha Sanjay Shah	540,000	0.88	-	270,000	0.88	(0.08)
Karishma Ruturaj Kaku	540,000	0.88	-	270,000	0.88	(0.08)
Meena Mahesh Gala	109,000	0.18	0.07	32,000	0.10	(0.01)

d)	Convertible Share Warrants (Pending Conversion)		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Convertible Share Warrants (Pending Conversion)	-	6.07
	Total	-	6.07

Money received against Share Warrants represents amounts received towards warrants which entitles the warrant holders, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs.10 each.			
The Company had allotted 98,00,000 Convertible Warrants at an issue price of Rs.75/- per Convertible Warrants (“Warrants”), on Preferential basis, to Ms. Ishita Gala and Mr. Ushik Gala, persons belonging to Promoter and Promoter Group Category (“Warrant holders”) during FY 2020-21. In accordance with Chapter V of ICDR Regulations, the Warrant holders are entitled to exercise the right attached to the said Warrants and subscribe to one Equity Share each against each Warrant, within a period of 18 months from the date of allotment of such warrants, i.e., on or before July 06, 2022. 65,59,655 Warrants had been converted during FY 21-22 and allotment of Equity Shares in lieu of Warrants was made. The remaining 32,40,345 Warrants stand cancelled/lapsed and the consideration of Rs.6,07,56,469/- being 25% of consideration amount as per ICDR Regulations, received from the Warrant holders towards allotment of said Warrants, was forfeited by the Company in accordance with the terms of the said Warrants and as per the provisions of ICDR Regulations.			
Therefore, by virtue of above cancellation/lapse of 32,40,345 Convertible Warrants, the equivalent number of Bonus Share issued to and as reserved for allotment to the Warrants holders also stood automatically cancelled.			
The Board of Directors of the Company had recommended issuance of Bonus shares to the shareholders of the Company on February 21, 2022 in the ratio of 1:1 and subsequent to the approval of Shareholders through Postal Ballot (E-Voting) held on March 26, 2022, the Executive Committee of the Board of Directors of the Company had approved the allotment of 30567655 (Three Crore Five Lakh Sixty-Seven Thousand Six Hundred and Fifty-Five only) Equity Shares of Rs. 10/- each as fully paid up, in the ration of 1:1, to the members whose name appear in the registrar of members/list of beneficial owners as on April 01, 2022, being the record date fixed for this purpose.			

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	Note 15(b) - Other Equity		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Securities premium	43.72	43.72
	Retained earnings	806.99	1,289.73
	Capital Reserve	-	-
	Equity component - Convertible Share Warrants	(0.00)	6.07
	Total	850.71	1,339.52
a)	Securities premium		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Opening balance	43.72	27.47
	Premium amount from conversion of warrants	-	16.25
	Closing balance	43.72	43.72
a)	Capital reserve		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Opening balance	-	-
	Premium amount from conversion of warrants	-	-
	Closing balance	-	-
b)	Retained earnings		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Opening balance	1,289.73	419.26
	Profit for the period	(467.98)	872.56
	Changes in Reserve	(14.82)	(2.09)
	Closing balance	806.99	1,289.73
b)	Equity component - Convertible Share Warrants		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Opening balance	6.07	10.76
	Issue of warrants	-	-
	Share Warrant Forfeited	(6.07)	
	Transfer of warrants into shares	-	(4.69)
	Closing balance	-	6.07
	Nature and purpose of reserve		
a)	Securities premium		



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	Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.			
b)	Retained earnings			
	Retained Earnings are profits that the Group has earned till date less transfer to General Reserve, dividend or other distribution or transaction with shareholders.			
	Note 16 - Borrowings			
	Particulars	As at March 31, 2023		As at March 31, 2022
		Current	Non Current	Current      Non Current
	Secured			
	Factored receivables	-	-	-      -
	Working Capital loan	-	-	-      -
	Indian Rupee loan from banks			
	Vehicle Loans		0.39	0.44
	Term Loans		2.58	3.23
	Sub Total		2.97	-      3.67
	Unsecured			
	Indian Rupee loan from banks	-	-	-
	Supplier Financing	-		
	Loans from others	324.29	23.08	364.04      0.02
	Loans from related parties			
	Total	324.29	26.05	364.04      3.69
	Repayment terms and security disclosure for the outstanding Borrowings			
	Particulars	Maturity date	Terms of repayment	Interest rate      Secured borrowings and asset pledged as security
	Current Borrowings			
	Factored receivables	-	-	Interest rate ranging from 12.5% to 18% Factored receivables are secured by charge on trade receivables subject to factoring arrangement.

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	Supplier Financing	Dec 31, 2023	Equated monthly install- ments	12.95%	This financing is unsecured and therefore there is no hypothecation against stock or debtors	
		Oct 31, 2023				
	Non- Current Borrowings					
	Indian Rupee loan from banks					
	Vehicle Loans - Yes Bank Loan	Aug 15, 2025	Equated monthly install- ments	9.10%	Secured by way of hypothecation of vehicle.	
	Loans from banks - PNB Loan	Sept 29, 2027		8.90%	Secured by way of mortgage of building	
a)	Net debt reconciliation					
	This section sets out an analysis of net debt and the movements in net debt for each of the periods pre- sented.					
	Particulars			As at March 31, 2023	As at March 31, 2022	
	Cash and bank			2.93	5.20	
	Lease liabilities (Current)			(1.33)	(18.69)	
	Lease liabilities (Non-Current)			(4.16)		
	Current Borrowings			(324.29)	(364.04)	
	Non-current Borrowings			(26.05)	(3.69)	
	Total			(352.91)	(381.21)	
	Note 17 - Trade payables					
	Particulars			As at March 31, 2023	As at March 31, 2022	
	Trade payables : others			423.33	81.11	
	Trade payables to related parties (refer note 35)			-	-	
	Total			423.33	81.11	
	As at 31 March 2023					
	Particulars	Outstanding for following periods from the date of pay- ment				Total
		Less than 1 Years	1 - 2 Years	2-3 Years	More then 3 years	
	(i) MSME	0.32	-	-	-	0.32
	(ii) Others	410.09	12.50	0.42	-	423.01
	(iii) Disputed dues – MSME	-	-	-	-	-
	(iv) Disputed dues – Oth- ers	-	-	-	-	-

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For the Year Ended 31st March, 2023

(All amounts in INR Crores, unless otherwise stated)

As at 31 March 2022					
Particulars	Outstanding for following periods from the date of payment				Total
	Less than 1 Years	1 - 2 Years	2-3 Years	More then 3 years	
(i) MSME	10.74	-	-	-	10.74
(ii) Others	57.45	12.50	0.42	-	70.37
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
Note 18 - Other financial liabilities				As at March 31, 2023	As at March 31, 2022
Particulars					
Current					
Auditor's remuneration payable				0.48	0.08
Unpaid dividend				0.11	0.11
Provision for Expenses				0.58	0.12
Other payables				0.15	1.10
Total				1.32	1.42
Note 19 - Income tax liabilities				As at March 31, 2023	As at March 31, 2022
Particulars					
Current					
Provision for income tax (Net of advance income tax)				251.51	224.24
Total				251.51	224.24
Note 20 - Other current liabilities				As at March 31, 2023	As at March 31, 2022
Particulars					
Current					
Statutory dues payable					
-TCS Payable				3.97	3.97
-TDS Payable				7.04	3.34
- EPF Payable				0.13	0.05
-ESIC				0.00	0.01
Other Current Liabilities				312.32	4.92
Total				323.47	12.29

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For the Year Ended 31st March, 2023

(All amounts in INR Crores, unless otherwise stated)

	Note 20 (a) - Other Non current liabilities		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Other current Liability	0.06	
	Total	0.06	
	Note 21 (a) - Non Current Provisions		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Other	-	0.01
	Total	-	0.01
	Note 21 (b) - Current Provisions		
	Particulars	As at March 31, 2023	As at March 31, 2022
	Provisions		
	Provision on Expected Credit Loss	58.51	-
	CSR Unspent Balance	15.12	2.24
	Provision for Interest on Income Tax	18.62	
	Provision for Expenses	0.00	17.03
	Others	0.14	
	Provision on Stock	13.96	
	Total	106.35	19.28
	Note 22 - Revenue from operations		
	The Group derives the following types of revenue:		
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Revenue from contracts with customers		
	Sale of products		
	Textile	(1.75)	155.43
	Agri produce	391.18	12,269.67
	Retail	245.29	389.59
	Polymer	19.81	-
	Others	8.94	1.55
	Total revenue from continuing operations	663.48	12,816.24
a)	Dissaggregation of revenue from contract with customers:		
	In the following table, revenue is disaggregated into categories that depict how different economic factors affect the nature, amount and timing of revenue recognition. This includes primary geographical markets, method of revenue recognition and type of products based on segments.		



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For the Year Ended 31st March, 2023

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Particulars	Year ended 31st March 2023	Year ended 31st March 2022
i) Timing of revenue recognition		
Goods transferred at a point in time	663.48	12,816.24
Goods transferred over time	-	-
Total revenue from contract with customers	663.48	12,816.24
ii) Revenue by location of customers		
Primary geographical markets	Year ended 31st March 2023	Year ended 31st March 2022
India	663.48	12,816.24
Outside India	-	-
Total revenue from contract with customers	663.48	12,816.24
Note 23 - Other income		
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Discount received		0.00
Interest income	2.88	1.19
Miscellaneous income	0.44	5.16
Dividend Income	4.88	-
Profit & Loss on Sale of F&O	0.12	-
Profit & Loss on Sale of Investments	69.82	-
Sundry Balances Written Back	10.76	-
Commission Income	5.04	-
Total	93.94	6.35
Suumaya Retail Limited sold 64,00,000 equity shares of its subsidiary White Organic Retail Limited during the FY 2022-23 thus reducing its stake from 55.01% to 35.45%. White Organic Retail Limited thus ceased to be the subsidiary of the Company and is classified as an Associate Company.		
Note 24 - Cost of material consumed / Purchases of stock-in-trade		
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Purchases of raw material		
-Agro	391.18	10,441.64
-Textile	(1.75)	374.08
-Other	211.03	250.44
Total	600.47	11,066.16

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For the Year Ended 31st March, 2023

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Note 25- Changes in inventories of finished goods and stock-in-trade			
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Opening balance		
	- Stock in trade		
	i)Textile	0.79	133.66
	ii)Agro	-	1.22
	iii)Others	-	-
	- Finished goods		
	i)Textile	4.49	20.56
	ii)Agro	78.03	294.50
	iii)Others	1.53	0.13
	Total opening balance	84.84	450.07
	Closing balance		
	- Stock in trade		
	i)Textile	-	0.79
	ii)Agro	-	-
	iii)Others	-	-
	- Finished goods		
	i)Textile	17.46	4.49
	ii)Agro	-	78.03
	iii)Others	14.75	1.53
	Total closing balance	32.21	84.84
	(Increase)/decrease in inventories	52.64	365.22
Note 26 - Employee benefit expense			
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Salaries , wages and bonus	6.78	7.00
	Staff welfare expenses	0.12	0.30
	Director Remuneration	0.01	1.00
	Gratuity Expenses	0.08	0.00
	Total	6.99	8.30
Note 27 - Finance costs			
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Interest on lease liability	1.18	1.72
	Interest and other charges		
	To Bank	1.66	1.22
	To Others	2.74	5.17

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For the Year Ended 31st March, 2023  
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	Processing Fees	-	0.08
	Total	5.58	8.19
Note 28 - Depreciation and amortisation expense			
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Depreciation and amortisation expenses (refer note 3 and note 5)	7.93	0.57
	Depreciation on right-of-use assets (refer note 4)	0.29	5.14
	Total	8.22	5.71
Note 29 - Other expenses			
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Commission	9.57	2.77
	AMC Charges	0.10	-
	Legal and professional fees	9.83	13.03
	Advertisement and business promotion expenses	8.73	0.58
	Business Promotion Expenses	2.07	-
	Store Establishment Expense	0.02	-
	Freight outward	0.03	1.60
	Auditor's Remuneration (Refer note (a) below)	0.50	0.48
	Technology & Infrastructure Cost	0.00	
	Expenditure for Corporate Social Responsibility (Refer note (b) below)	6.81	3.71
	Miscellaneous expenses	1.02	2.34
	Insurance	0.01	-
	Travelling and conveyance	0.44	0.20
	Postage and telephone	0.00	0.02
	Rates and taxes	0.00	-
	Electricity Expenses	0.36	-
	Computer expenses	0.04	-
	Registration Exp	0.05	-
	ROC Expenses	0.20	-
	Hosting Expenses	0.10	-
	Director Sitting Fees	0.45	-
	Labour/Varai Charges	2.16	-
	Interest on Late Payment of TDS	1.30	-
	Courier Charges	0.05	-
	Interest on Late Payment of TCS	1.33	-
	Sundry Balance Written Off	81.23	-

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For the Year Ended 31st March, 2023  
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	Interest on Income Tax Liability	46.94	-
	Provision for Expected Credit Loss	360.84	-
	Reversal of Input Tax Credit	1.41	-
	Provision for Absolute Stock	13.96	-
	Office expenses	0.36	0.43
	Others	-	19.19
	Service Fees	-	9.42
	Donation	0.29	-
	Shortages	0.80	-
	Bad Debts	0.03	-
	Gain from Exchange Fluctuation	-0.01	-
	Telephone & Internet Expenses	0.10	-
	Security Charges	0.03	0.26
	Rates and taxes	0.07	0.01
	Interest on Delay Payment of Statutory Dues	-	-
	Rent	0.04	3.90
	Bank charges	0.06	0.03
	Repairs and maintenance	0.12	0.05
	Printing and stationery	0.02	0.06
	Directors' fees	0.04	0.48
	Total	551.51	58.56
a)	Details of payment to Auditor		
	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
	Payment to auditors		
	As auditor:		
	Audit fees	0.50	0.09
	Tax audit fees	-	0.04
	In other capacities:		
	Other services	-	-
	Re-imbursement of expenses		
	Total	0.50	0.13
b)	Corporate social responsibility expenditure		
	In terms of provisions of Section 135 of the Companies Act, 2013, the Group is required to spend 2% of its average net profit for the immediately preceding three financial years on prescribed corporate social responsibility (CSR) activities. A CSR committee has been formed by the Group as per the Act. The funds were contributed to eligible trusts for carrying out activities as specified in Schedule VII of the Companies Act, 2013.		



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For the Year Ended 31st March, 2023

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Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Education	0.03	0.25
Animal Welfare	-	-
Disaster Response (including COVID -19)	-	0.20
Eradicating hunger, malnutrition and poverty	-	-
Total	0.03	0.45
Amount required to be spent as per Section 135 of the Act	11.89	3.71
In Cash		
Amount spent during the year on		
i) Construction/acquisition of an asset	-	-
ii) On purposes other than (i) above	0.03	0.45
Yet to be paid in Cash		
Amount spent during the year on		
i) Construction/acquisition of an asset		
ii) On purposes other than (i) above	-	-
Details of corporate social responsibility expenditure:		
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
(i) shortfall at the end of the year	11.87	3.26
(ii) total of previous years shortfall	3.26	-
(iii) reason for shortfall	(Refer Note 1)	-
(iv) details of related party transactions	-	-
(v) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	-	-
Note: Refer Note no. 43, Clause no. 13		
Note 30 - Income tax expense		
a) The components of income tax expense for period are:		
Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Current tax		
Current tax on profits for the year	-	158.20
Total current tax expense	-	158.20
Deferred tax		
(Decrease)/increase in deferred tax liabilities	0.00	0.37
Total deferred tax expense/(benefit)	0.00	0.37
Total income tax expense	-	158.57
b) Deferred tax liabilities		
The balance comprises temporary differences attributable to:		

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Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax Asset/(Deferred tax Liability)		
Property, plant and equipment and intangible assets	-	
Right-of-use assets	-	
Financial assets	-	
Lease liabilities	-	
Others	1.42	1.14
Share issue expenses	-	
Net deferred tax asset/(deferred tax liability)	1.42	1.14
c) Deferred tax assets		
The balance comprises temporary differences attributable to:		
Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax Asset/(Deferred tax Liability)		
Right-of-use assets	2.06	0.17
Financial assets		-
Lease liabilities		-
Share issue expenses		0.02
Net deferred tax asset/(deferred tax liability)	2.06	0.19
Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.		
d) Amounts recognised directly in equity		
Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate deferred tax arising in the reporting period and not recognised in net profit or loss or OCI but directly debited to equity:		
Deferred tax: share issue transaction costs (Refer note 15(b))	-	0.02
Deferred tax: Unsecured loan		
Total	-	0.02
Note 31 - Earnings per share (EPS)		
Particulars	As at March 31, 2023	As at March 31, 2022
Earnings per share on profit for the year (in Rs)		
Basic earnings per share (Face value Rs 10 per share)	(7.69)	28.55
Diluted earnings per share (Face value Rs 10 per share)	(7.69)	13.83
Particulars	As at March 31, 2023	As at March 31, 2022
a) Profit attributable to the equity holders of the Group	(470.32)	872.56
b) Weighted average number of shares used as the denominator		

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	Weighted average number of equity shares used as the denominator in calculating basic earnings per share	61,135,310	30,567,655		
	Adjustments for calculation of diluted earnings per share:				
	Convertible warrants	-	32,530,000		
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	61,135,310	63,097,655		
	c) Information concerning the classification of securities				
	(i) Convertible warrants				
	Convertible warrants issued during the year are considered to be potential equity shares and have been included in the determination of diluted earnings per share from their date of issue. The warrants have not been included in the determination of basic earnings per share. Details relating to the notes are set out in note 15(a).				
	Note 32 - Fair value measurement				
a)	Financial instruments by category				
	Particulars	As at March 31, 2023		As at March 31, 2022	
		FVTPL	Amortised cost	FVTPL	Amortised cost
	Financial assets				
	Investment in debt instruments	0.32	5.10	-	5.10
	Security deposits	-	-	-	2.05
	Trade receivables	-	1,267.09	-	918.41
	Loans	-	809.57	-	47.21
	Cash and cash equivalents (including Other bank balances)	-	4.44	-	6.65
	Other financial assets	-	192.86	-	955.06
	Total financial assets	0.32	2,279.06	-	1,934.48
	Financial liabilities				
	Trade payables	-	423.33	-	91.85
	Borrowings	-	350.34	-	367.72
	Other financial liabilities	-	1.32	-	1.42
	Total financial liabilities	-	775.00	-	460.99
	Carrying amounts of cash and cash equivalents, trade receivables, unbilled receivables, loans receivable and trade payables approximate the fair value. Difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented.				

NOTES TO FINANCIAL STATEMENTS

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b)	Fair value hierarchy					
	This section explains the judgements and estimates made in determining the fair values of the financial instruments that are: (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.					
	As at March 31, 2023					
	Financial Assets and Liabilities as at March 31, 2023	Note	Level 1	Level 2	Level 3	Total
	Financial asset					
	Investments	6	5.10	0.32		5.42
	Loans					
	Loans to subsidiaries	7(A)	-	-		
	Loans to related parties	7(A)	-	-	-	-
	Loans to others	7(A)	-	-	809.57	809.57
	Security deposits	7(A)	-	-	-	-
	Total financial assets		5.10	0.32	809.57	814.99
	Financial liabilities					
	Borrowings	16	-	-	350.34	350.34
	Total financial liabilities		-	-	350.34	350.34
	As at March 31, 2022					
	Financial Assets and Liabilities as at March 31, 2022	Note	Level 1	Level 2	Level 3	Total
	Financial asset					
	Investments	6	5.10	-		5.10
	Loans					
	Loans to related parties	7(A)			-	0.00
	Loans to others	7(A)			47.21	47.21
	Security deposits	7(A)			-	-
	Total financial assets		5.10	-	47.21	52.31
	Financial liabilities					
	Borrowings	16	-	-	367.72	367.72
	Total financial liabilities		-	-	367.72	367.72
	<b>Level 1:</b> Hierarchy includes financial instruments measured using quoted price.					
	<b>Level 2:</b> The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on the entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.					
	<b>Level 3:</b> If one or more of the significant inputs is not based on observable market data, the instrument is include in level 3.					



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	The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.			
	The carrying amounts of trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other current financial assets, current borrowings, trade payables, other current financial liabilities are considered to be approximately equal to their fair value due to their short term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.			
c)	Valuation Process used to determine fair value			
	The fair value of level 3 instruments is valued using inputs based on information about market participants assumptions and other data that is available. Discount rates as at balance sheet is used to derive fair value of security deposits using discounting model.			
	Note 32 - Financial risk management			
	The Group's activities expose it to market risk, liquidity risk and credit risk.			
	The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group's financial risk management policy is set by the Board of Directors.			
	This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.			
	Note 33 - Financial risk management			
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	This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.			
	Risk	Exposure arising from	Measurement	Management
	Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost and fair value through profit and loss.	Ageing analysis, credit rating	Diversification of bank deposits, credit limits
	Liquidity risk	Trade Payables, borrowings, lease liabilities and other liabilities	Rolling cash flow forecasts	Continuous monitoring of Fund management to ensure timely payment of dues.
a)	Credit risk			
	Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises from cash and cash equivalents, deposits with banks and financial institutions, as well as credit exposures to customers including outstanding receivables.			
	The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the notes to the financial statements. The Group's major classes of financial assets are cash and cash equivalents, fixed deposits, security deposits and trade receivables.			

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For the Year Ended 31st March, 2023  
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	Credit risk from customers is managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Group grants credit terms in the normal course of business. Due to large geographical base & number of customers, the Group is not exposed to material concentration of credit risk. Basis the historical experience, the risk of default in case of amount receivable from customers is low.				
	Deposits with banks are considered to be having negligible risk or nil risk, as they are maintained with high rated banks or financial institutions as approved by the Board of Directors.				
	Trade receivables				
	Considering the nature of financing arrangements, the management considers the overall risk of loss on receivables to be low. The actual losses on trade receivables have historically been very low and no losses were incurred on trade receivables either in 2022, or in 2023.				
	Loans				
	All of the Group's loans at amortised cost are considered to have low credit risk. Management considers instruments to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the near term (for example, investment grade credit rating with at least one major rating agency).				
b)	Liquidity risk				
	Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors the forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. Accordingly, liquidity risk is perceived to be low.				
	Maturities of financial liabilities				
	The tables below analyse the group's financial liabilities into relevant maturity groupings based on their contractual maturities for: - all non-derivative financial liabilities, and - net and gross settled derivative financial instruments for which the contractual maturities are essential for an understanding of the timing of the cash flows.				
	The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant				
	Contractual maturities of financial liabilities	Note No.	Less than 12 months	More than 12 months	Total
	As at March 31, 2023				
	Lease liabilities	4	1.33	4.16	5.50
	Borrowings	16	324.29	26.05	350.34
	Trade payables	17	410.41	12.92	423.33
	Other financial liabilities	18	1.32	-	1.32
	Total non-derivative liabilities		737.35	43.13	780.50
	Contractual maturities of financial liabilities	Note No.	Less than 12 months	More than 12 months	Total
	As at March 31, 2022				
	Lease liabilities	4	3.59	15.10	18.68
	Borrowings	16	364.04	3.69	367.72
	Trade payables	17	78.93	12.92	91.85

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	Other financial liabilities	18	1.42	-	1.42
	Total non-derivative liabilities		447.98	31.70	479.66
c)	Market risk				
	Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of interest rate risk, currency risk and price risk. Market risk is attributable to all market risk sensitive financial instruments.				
i)	Interest rate risk:				
	Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations. The Group's borrowings outstanding as at March 31, 2023 comprise of fixed rate loans and accordingly, are not exposed to risk of fluctuation in market interest rates.				
ii)	Foreign currency risk:				
	Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group does not undertake transactions denominated in foreign currency which are subject to the risk of exchange rate fluctuations. The Financial assets and liabilities of the Group are not denominated in foreign currency, subject to reinstatement risks. This mitigates the foreign currency risk exposure for the Group.				
iii)	Price risk:				
	The Group's exposure to equity securities price risk arises from investments held by the Group and classified in the balance sheet as fair value through fair value through profit or loss. To manage its price risk arising from investments in equity securities, the group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.  As at March 31, 2023 the Group does not hold any financial instrument subject to a change in price.				
	Note 34 - Capital management				
	The Group aims to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise its returns to our shareholders. The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs.				
	The Group monitors capital on the basis of the following gearing ratio:				
	Net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by Total equity (as shown in the Balance Sheet)				

Particulars	As at March 31, 2023	As at March 31, 2022
Net Debt	355.83	386.40
Total Equity	911.85	1,389.48
Net Debt to Equity Ratio	39.02%	27.81%

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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	Note 35 - Segment information					
	Operating segments and principal activities:					
	Based on the guiding principles given in Ind AS - 108 'Operating segments', the Chairman and Managing Director of the Group is the Chief Financial Officer (CFO) and for the purposes of resource allocation and assessment of segment performance the business of the Group is segregated on the basis of nature of products and other quantitative criteria specified in Ind AS 108 in the three segments below:					
	i) Textile ii) Retail iii) Agri produce					
	Textile business includes manufacturing and retailing of apparels, PPE kits, and other covid essentials. It also includes trading of fabric, yarn and other textile commodities.					
	Retail business includes retailing of groceries and staples through neighbourhood stores under various formats across the country.					
	Agri produce business deals with supply chain of various agri commodities viz. wheat, rice and dal.					
	Segment revenue and expenses:					
	Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment.					
	Segment assets and Liabilities:					
	Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, inventories and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which can not be allocated to any of the business segment are shown as unallocable assets / liabilities. Unallocated assets mainly include cash and cash equivalents, intangible assets, and other corporate assets. Unallocated liabilities mainly include corporate borrowings, income tax liabilities, and other current liabilities.					
(I)	Primary segment information:					
a)	Segment revenue					
	Year ended 31st March 2023	Textile	Retail	Agri produce	Unallocable	Total
	I. Segment Revenue					
	External turnover	(1.75)	245.29	391.18	28.75	663.48
	Inter segment turnover	-	-	-	-	-
	Total Revenue	(1.75)	245.29	391.18	28.75	663.48
	II. Segment Results (EBIT-DA)					
	Segment Profit before Interest, Depreciation, and Tax	(28.27)	23.77	(322.45)	(221.16)	(548.11)
	Less : Depreciation and amortisation expense	-	-	-	-	(8.22)
	Less : Finance cost	-	-	-	-	(5.58)
	Add : Other income	-	-	-	-	93.94
	Profit before tax	-	-	-	-	(467.98)
	Less : Current tax	-	-	-	-	-
	Less : Deferred tax	-	-	-	-	-



NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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	Profit after tax	-	-	-	-	(467.98)
	III. Other Information					
	Segment Assets	41.18	26.27	2,016.12	291.56	2375.13
	Segment Liabilities	17.58	18.35	939.12	488.24	1463.29
	Year ended 31st March 2022	Textile	Retail	Agri produce	Unallocable	Total
	I. Segment Revenue					
	External turnover	155.43	389.59	12,269.67	1.55	12,816.24
	Inter segment turnover	-	-	-	-	-
	Total Revenue	155.43	389.59	12,269.67	1.55	12,816.24
	II. Segment Results (EBIT-DA)					
	Segment Profit before Interest, Depreciation, and Tax	(17.14)	(12.74)	1348.08	(0.19)	1,318.01
	Less : Depreciation and amortisation expense	-	-	-	-	(5.71)
	Less : Finance cost	-	-	-	-	(8.19)
	Add : Other income	-	-	-	-	1.17
	Profit before tax	-	-	-	-	1,305.28
	Profit before tax					1,305.28
	Less : Current tax	-	-	-	-	
	Less : Deferred tax	-	-	-	-	
	Profit after tax	-	-	-	-	1,305.27
	III. Other Information					
	Segment Assets	44.85	-	938.25	1813.14	2796.24
	Segment Liabilities	51.59	2.44	18.23	1,334.38	1406.64
(II)	Secondary segment information:					
	a) Segment revenue					
	Particulars			Year ended 31st March 2023	Year ended 31st March 2022	
	Segment revenue					
	- Within India			663.48	12,816.24	
	- Outside India			-	-	
	Total			663.48	12,816.24	
	b) Non- Current Assets					
	Particulars			Year ended 31st March 2023	Year ended 31st March 2022	
	Non- Current Assets					
	- Within India			59.86	79.97	
	- Outside India			-	-	
	Total			59.86	79.97	

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For the Year Ended 31st March, 2023  
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	Note 36 - Related party transactions	
	As per Ind AS 24, the disclosures of transactions with the related parties are given below:	
(i)	Key management personnel	
	Name of the person	Designation
	Ushik Mahesh Gala	Chairman and Managing Director
	Ishita Gala (M.D up to January 2, 2021)	Vice-President (Brand Business)
	Dhwani Dattani (w.e.f.18.10.2021 ; resigned w.e.f. 30.04.2023)	CFO
	Sunil Sharma (w.e.f. 14.02.2022 ; resigned w.e.f. 07.10.2023)	Jt. Company Secretary & Compliance Officer
	Kritika Chauhan (w.e.f. 18.10.2021 ; resigned w.e.f. 15.11.2022)	Company Secretary & Compliance Officer
	Meghal Mehta (w.e.f. 15.10.2022)	Company Secretary & Compliance Officer
	Sneha Shah (upto 13.10.2021)	CFO
(ii)	Entities over which Key Management Personnel, and their relatives are able to exercise significant control and with whom transactions have taken place	
	Name of the Group	Relationship
	Olympus Fintax Solutions Pvt Ltd	Entities over which key management personnel, and their relatives are able to exercise significant control
	India Credit Risk Management LLP	
	Om Sai Nityanand Management Pvt Limited	
	Suumaya Corporation Limited (Formerly known as Rangoli Tradcomm Private Limited)	
	Mcube Hospitality	
	Suumaya Fabrics Limited	
	Shree Malad K.V.O Jain Samaj Foundation	
	Ghanadip Wholesellers Pvt. Ltd.	
	White Organics Retail Limited	
	Suumaya Innovations Limited	
(iii)	Relatives of Key Management Personnel with whom transactions have taken place	
	Name of the person	Relationship
	Ms. Karishma Kaku	Relative of key management personnel
	Mr. Mahesh Gala	
(iv)	Non executive directors and enterprises over which they are able to exercise significant influence (with whom transactions have taken place):	
	Name of the person	Relationship
	Expotium Trading LLP	Enterprises over which non executive directors have significant influence
	Orbit Law Services	
	Mr. Sejal Doshi	Non Executive Director

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For the Year Ended 31st March, 2023  
(All amounts in INR Crores, unless otherwise stated)

Note 36 - Related party transactions				
(i) Remuneration to key managerial personnel				
			Year ended 31st March 2023	Year ended 31st March 2022
Short-term employee benefits				
Ushik Mahesh Gala			0.01	1.02
Ishita Gala			0.12	0.10
Karishma Kaku			-	0.02
Dhwani Dattani			0.18	0.10
Sneha Shah			-	0.30
Sumit Singh			-	2.58
Meghal Mehta			0.04	-
Heena Shah			-	0.18
Kritika Chauhan			0.04	0.02
Sunil Sharma			0.18	0.02
Total			0.57	4.34
(ii) Other transactions with related parties				
Particulars	Other related parties		Subsidiaries and partnerships	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Investments				
Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP)	-	-	-	0.00
Suumaya Agro Limited	-	-	1.00	1.00
Suumaya Retail Limited	-	-	1.00	1.00
Suumaya Foundation	-	-	0.15	0.15
Suumaya Industires PTE Ltd.	-	-	0.15	-
Suumaya Infotech Private Limited	-	-	0.25	0.25
Suumaya Innovations Limited	-	-	0.01	0.01
Suumaya Trans Logistics Limited	-	-	0.50	0.25
Suumaya Capital Limited	-	-	2.70	2.70
Suumaya Protective Texcorp Limited	-	-	5.00	5.00
Total	-	-	10.76	10.36
Revenue from Operations				
Suumaya Corporation Limited	6.12	85.21	-	
Suumaya Retail Limited	0.31	-		
Suumaya Trans Logistics Limited	3.52	-		
Suumaya Agro Limited	-		-	653.23

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For the Year Ended 31st March, 2023  
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Other Income				
Ushik Mahesh Gala	1.58	-		
Total	9.95	85.21	-	653.23
Purchases				
Suumaya Corporation Limited	0.56	136.44		-
Suumaya Agro Limited	27.00	671.40		-
Suumaya Protective Textcorp Limited	12.68	-		
White Organics Retail Limited	0.41	53.00		-
Suumaya Retail Limited	-	1.07	-	
Total	40.65	861.92	-	-
(iii) Closing balances				
Particulars	Other related parties		Subsidiaries and partnerships	
	Year ended 31st March 2023	Year ended 31st March 2022	Year ended 31st March 2023	Year ended 31st March 2022
Receivables				
Suumaya Trends Pvt Ltd (formerly known as Suumaya Trends LLP)	5.99	-	-	5.92
Suumaya Fabrics Limited	0.01	0.00	-	-
Suumaya Agro Warehousing Limited	0.01	0.01	-	-
Suumaya Agro Limited	10.61	-	-	-
Suumaya Corporation Limited	18.51	-	-	-
Suumaya Retail Limited	-	-	-	-
Total	35.13	0.01	-	5.92
Other current assets				
Suumaya Agro Limited- BTA	875.00	-	-	-
Total	875.00	-	-	-
Payables				
Suumaya Corporation Limited	-	(23.72)	-	-
White Organics Retail Limited	-	53.05	-	-
Suumaya Trans Logistics Limited	-	-	0.92	-
Suumaya ProtectiveTextcorp Limited	-	-	17.57	-
Suumaya Agro Limited	-	-	-	590.24
Total	-	29.33	18.49	590.24
Borrowings				
Ishita Gala	0.19	-	-	-
Meena Gala	0.10	-	-	-
Mahesh Gala	0.15	-	-	-
Ushik Mahesh Gala	4.58	2.09		-



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Olympus Fintax Solutions Private Limited	0.58			
Suumaya Protective Texcorp Limited		-	-	4.89
Shree Malad K.V.O Jain Samaj Foundation (I Say Education and Skill Development Foundation)	0.77	0.77		-
Suumaya Retail Limited	-	-	24.22	8.57
Suumaya Industries PTE Ltd.	-	-	0.08	-
Suumaya Trans Logistics Limited		-	-	0.24
Suumaya Foundation		-	-	0.07
Suumaya Capital Limited	-	-	2.65	2.65
Suumaya Infotech Private Limited	-	-	0.23	0.24
Suumaya Innovations Ltd.	-	0.01	0.00	-
Total	6.37	2.87	27.18	16.65
Loans and advances				
Ganadhip Wholeseller Pvt Ltd	0.01	0.00		-
Om Sai Nityanand Management Pvt Limited	-	21.15		-
Olympus Fintax Solutions Private Limited	-	0.00		-
Musk Investment Private Limited	0.00	-		
Hence Agro Development Limited	0.30	-		
Suumaya Retail Limited	-	-		0.53
Total	0.31	21.15	-	0.53

Note 37 - Capital Commitments

Estimated amounts of contracts remaining to be executed on capital account and not provided for (net of advances) relating as at March 31, 2023 is Rs. Nil

Note 38- Contingent Liabilities

Particulars	As at March 31, 2023	As at March 31, 2021
Disputed tax demands/ claims:		
Income tax	62.98	1.41

The Group have ongoing disputes with income tax authorities in India. The disputes relate primarily relate to the method of computation of income tax and addition of commission income.

Note 39 - Capital Work-in Progress (CWIP)

CWIP	To be completed in less than 1 year	1 - 2 Years	2-3 Years	More then 3 years	Total
Project 1	-	-	-	-	-
Project 2	-	-	-	-	-
Note 40 - Other statutory information					

NOTES TO FINANCIAL STATEMENTS

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A) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds)by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or othe rwise, that the In-termediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (“Ulti-mate Beneficiaries”) by or on behalfofthe Company or

-provide any guarantee, security orthe like to oron behalfofthe Ultimate Beneficiaries

B) No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whetherrecorded in writing orotherwise, thatthe Company shall

-directly or indirectly, lend or invest in other persons or entities identified in any mannerwhatsoever (“Ulti-mate Beneficiaries”) by or on behalfofthe Funding Party or provide any guarantee, security or the like from

or on behalf of the Ultimate Beneficiaries

C) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments underthe Income TaxAct, 1961 (such as, search orsurvey orany otherrelevant provisions of the Income TaxAct, 1961).

D) The Company has no transactions with struckoff companies during the year.

E) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

F)The Company has nottraded orinvested in Crypto currency or virtual currency during the financial year.

G) The Group has not been declared as wilful defaulters by any bank orfinancial institution orgovernmento-rany government authority.

H) The Group of Company has paid dues of Equentia Financial Services Pvt. Ltd. & Incred Financial Srvices Ltd. , charges from ROC removal is underprocess.

I) The Company had availed billl discountung facility fro Hewlett Packard Financial Services India Pvt Ltd in FY 2021-22 against Purchase invoice financing.

J) All the properties documents owned/purchased by the company are duly executed and all are in the name of the company

k)The company han not done any revaluation of the assets of the company.

L) The has not given any loans to associate companies or KMPs.

M) The deposit amounting to INR 1.51 Cr as at March 31, 2023 is held as bank guarantee against bill discount facility availed by the Company.

Note 41 - Ratios as perthe Schedule III requirements:

a) Current Ratio = Total current assets divided by Total current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Total Current Assest	2315.28	2717.17
Total Current Liabilities	1431.62	1387.64
Ratio	1.62	1.96
%Change from previous years	-17.41%	

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‘ - Improvement in Other Financial Assets, as assigned receivable and payable to NBFC, showing the net balances is grouped under other financial assets. The decrease in ratio due to reduction in group turnover and working capital cycle.		
b) Debt Equity Ratio = Total debt divided by Total equitywherein total debtrefers tosum ofcurrent and non-current borrowings		
Particulars	As at March 31, 2023	As at March 31, 2022
Total Debt	350.34	1,039.55
Total Equity	911.85	1,389.61
Ratio	0.38	0.75
%Change from previous years	-48.64%	
-There has been a decline in the proportionate debt to equity exposure of the company resulting in decline.		
c) DebtService Coverage Ratio = Earnings available fordebt service divided by the Total interest and principal repayments		
Particulars	As at March 31, 2023	As at March 31, 2022
Profit after tax / (Loss)	(467.98)	872.56
Add: Non cash operating expenses and finance cost		
- Depreciation and amortizations	8.22	5.71
- Finance cost	5.58	8.19
- Provision for Expected credit loss	360.84	
Earnings available for debt service (A)	(93.34)	886.46
Interest cost on borrowings (term loan)	4.40	6.39
Principal repayments	0.69	1.44
Total interest and principal repayment (B)	5.09	7.83
Ratio (A)/(B)	(18.33)	113.22
%Change from previous years	-116.19%	
‘ - Negative debt service ratio on account of Decrease in Profit and principle repayments and provision for doubtful debts.		
d) Return on Equity Ratio = Profit aftertaxdivided by Average total equity		
Particulars	As at March 31, 2023	As at March 31, 2022
Profit after tax	(467.98)	872.56
Average total equity(Refer note below)	1,150.66	937.58
Ratio	(0.41)	0.93
%Change from previous years	-143.70%	
Note - Due to decrease in Group turnover and profitabiliy		

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023  
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Note:Average total equity=(Total equity as at the beginning ofrespective year+Total equity as atthe end ofrespective year) divided by2		
‘ - Return on equity ratio decreased due to, Group company cumulatively had a loss increase.		
e) Inventory turnovertatio = Sales divided byAverage inventory		
Particulars	As at March 31, 2023	As at March 31, 2022
Cost of Goods Sold (refer note 1 below)	653.10	12816.24
Average inventory (refer note 2 below)	51.65	267.40
Ratio	12.64	47.93
%Change from previous years	-73.62%	
- Due to improvement in inventory level cycle, inventory turnover improved.		
Note 1: Cost of Goods Sold Represent Purchase and Changes in inventory		
Note 2:Average inventory = (Total inventory as at the beginning of respective year+Total inventory as at the end of respective year) divided by 2		
g) Trade payables turnovertatio = Purchases divided byAverage trade payable		
Particulars	As at March 31, 2023	As at March 31, 2022
Purchases (refer note 1 below)	600.47	11066.15
Average trade payables (refer note 2 below)	252.22	1905.03
Ratio	2.38	5.81
%Change from previous years	-59.02%	
Note 1: Purchases represents Purchases forming partofcost of materials consumed.		
Note 2: Average trade payables = (Total trade payables as at the beginning of respective year + Total trade payables as at the end of respective year) divided by 2.		
- Due to improvement in Purchases as well average of trade payable has increased, hence improvement in trade payable turnover ratio improved.		
h) Net capital turnover ratio = Revenue from operations divided by Working capital wherein Working capital = current assets - current liabilities		
Particulars	As at March 31, 2023	As at March 31, 2022
Revenue from operations	663.48	12816.24
Working capital	883.65	1329.45
Ratio	0.75	9.64
%Change from previous years	-92.21%	
‘ - Due to Subsequent declined in turnover and profitability of the company and due to increased in overall working capital cost on company, capital turnover ratio declined.		
I)Net profitratio = Net profit after tax divided by Revenue from operations		



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For the Year Ended 31st March, 2023  
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Particulars	As at March 31, 2023	As at March 31, 2022
Net profit after tax	-467.98	872.56
Revenue from operations	663.48	12816.24
Ratio	-0.71	0.07
%Change from previous years	-1136.01%	
‘ - Due to decrease in Profitability Margin and substantial decrease in turnover of the company and in-creased in financial cost net profit ratio of the group has declined.		
j) Return on capital employed= Earnings before interest and taxes (EBIT) divided by Capital employed		
Particulars	As at March 31, 2023	As at March 31, 2022
Earnings before interest and taxes (refer note 1 below)	(462.40)	1,039.32
Capital employed (refer note 2 below)	1,263.61	1,758.34
Ratio	(0.37)	0.59
%Change from previous years	-161.91%	
‘-Decline on account of decrease in overall net profit of the company ratio decreased		
Note 1: EBIT= Profit before taxes + Finance costs		
Note 2: Capital employed = Total equity+Total debt (current borrowings and non-current borrowings) + Deferred tax liabilities		
k) Return on investment (‘ROI’)		
Particulars	As at March 31, 2023	As at March 31, 2022
Income generated from invested funds	0.27	0.10
Invested funds in Shares	0.19	0.31
Ratio	1.44	0.33
%Change from previous years	100%	-
-Company invested in equity and other, and generated income during the year.		
Note 42 -Intangible assets under development:		
a. For Intangible assets under development, following ageing schedule shall be given:		

Intangible assets under development under FY 2022-23	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Software under development	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

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For the Year Ended 31st March, 2023  
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Notes 43: Other Notes

- 1) The above consolidated financial results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 15<sup>h</sup> May, 2023. The statutory auditors have carried out audit of the aforesaid financials.
- 2) The Consolidated Financial Results of the Company have been prepared in accordance with Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Companies Act, 2013 (“the Act”) read with relevant rules issued thereunder and other accounting principles generally accepted in India and in terms of Regulation 33 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) There were no investor complaints pending at the beginning of the quarter or lying unresolved at the end of the quarter. During the quarter, the Company has not received any investor complaints.
- 4) The Company had allotted 5,86,666 (Five Lakhs Eighty Six Thousand Six Hundred and Sixty Six) equity shares of Rs. 10/- each to Mr. Ushik Gala and 19,12,989 (Nineteen Lakhs Twelve Thousand nine hundred and eighty nine) equity shares of Rs. 10/- each to Ms. Ishita Gala on March 31, 2022 pursuant to conversion of warrants allotted to them in FY 2020- 21.
- 5) The Board of Directors of the Company had recommended issuance of Bonus shares to the shareholders of the Company on February 21, 2022 in the ratio of 1:1 and subsequent to the approval of Shareholders through Postal Ballot (E-Voting) held on March 26, 2022, the Executive Committee of the Board of Directors of the Company had approved the allotment of 30567655 (Three Crore Five Lakh Sixty-Seven Thousand Six Hundred and Fifty-Five only) Equity Shares of Rs. 10/- each as fully paid up, in the ration of 1:1, to the members whose name appear in the registrar of members/list of beneficial owners as on April 01, 2022, being the record date fixed for this purpose.
- 6) The Warrants held by Mr. Ushik Gala and Ms. Ishita Gala to the tune of 3,240,345 Warrants stood cancelled/ lapsed as the warrants could not be converted into equity shares and the consideration of Rs.60,756,469/- (Rupees Six Crore Seven Lakh Fifty Six Thousand Four Hundred and Sixty Nine only) being 25% of consideration amount as per SEBI (ICDR) Regulations, received from the Warrant holders towards allotment of said Warrants, were forfeited in accordance with the terms of the said Warrants and as per the provisions of SEBI (ICDR) Regulations
- 7) Company has enterted in Business Tranfer Agreement with its subsidiary Suumaya Agro Limited to sell off its Agro Division/ Segment(“Undertaking”), together with all specified tangible and intangible assets and liabilities, and other assets in relation to the Undertaking, as identified, as a going concern / on a slump sale basis on an “as is where is” basis as on 28.02.2023 ,to its wholly owned subsidiary, Suumaya Agro Limited, for a consideration at an indicative value approximately of Rs. 875.00/- Crores, to be paid in kind by issuance of Equity Shares of Rs. 10/- each at an issue price of Rs. 4650/- per share including premium of Rs. 4640 by Suumaya Agro Limited subject to the provisions of the Act, on such terms and conditions as may be deemed fit by the Board.. The same has been further classified under Other Current Assets pending allotment of investment shares.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

- 8)
- In relation to Transfer of Agro Business undertaking to Suumaya Agro Limited, the company is required to restate the financial statement of the company to reflect the fair value of assets and liabilities transferred as if the business combination had been completed at the beginning of the earliest comparative period presented to reflect the true and fair view of restated financials in both acquirer and acquiree company. and as per the provision of para 9 of Appendix C of Ind AS 103, amounts in the financial statements has been restated. This includes restatement of statement of profit and loss also. Accordingly, the statement of profit and loss has been restated with effect from April 1 2021.Also, as per the provisions of Ind AS 103, the restatement will not be that of statement of profit and loss only but for entire financial statements including Balance Sheet, Cash Flow Statement, Statement of Changes in Equity, and other notes to accounts from the earliest preceding period presented (i.e. from April 1, 2021). Accordingly, the complete financial statements of the company has been restated and the necessary opinion from the Ind AS Practitioner has been sought to consider the effect to the said transaction.Also the difference between the Total Purchase Considration and Net Identifiable Assets has been adjusted against the Capital Reserve.
- 9)
- In pursuit of Income Tax Search that was conducted on our premises on 05/07/22, we have filed the Appraisal Report in 2nd week of April 2023 and we are served with Notice u/s 148 of Income tax Act 1952, to file the revised returns within 90 days of the receipt of same for all past assessment year starting from FY 2014-15 to FY 2022-23 due to opening of Block Assessments of the company.Company is in process to file the revised returns and various liabilities towards above statutory dues might change drastically and post the final assessment order, all liabilities will be reworked, and company is willing to clear the same along with applicable Interest and Penalties in consequent year of Order.Further Dues consisting of Professional Fees, ESIC dues, Professional Tax, Tax Deducted at Source and Tax Credited at Source and the company is planning to pay off the same before of filling of Income Tax returns for the period ended Mar 23.
- 10)
- The Company has presented detailed Business Plan for growth of current operations and new business segments in the meeting of the Borad of directors dated 04.02.23 by its various Heads of Departments and Business Managers with its major business verticals for the Revenue and Profitability of next financial year to eliminite and deal with all odds and continue the Business in a consistant and reasonable manner after facing the past challanges and standing strong throughout.Further the Company has received commitments from the Promotor Group to provide Interest free unsecured Loan to the tune of INR 250 crores for the payment of outstansing statutory dues in the Phased manner.
- 11)
- The Company has not availed few supply chain finance facilities/limits from any NBFCs during the financial year under review.
- 12)
- For the period under review, the Company did not have an effective interface between various functional software relating to revenue and inventory management with the accounting software resulting in accounting entries and inventory registers being made manually on for the year ended March 31, 2023.
- 13)
- The Company has an unspent balance of Rs 3.26 crores towards CSR obligation as on 31st March, 2022 which the Company had decided to spend on the ongoing project and transfer the same to unspent CSR account. The Company However, was unable to do so by the stipulated time period which may result into non- compliance of Section 135 of the Companies Act, 2013, and Rules made thereunder and may attract penalty as per the said provisions. The Company further has an unpent amount Rs 12.60 Cr towards CSR obligation for FY 2022- 23, which the Company has decided to spend on ongoing projects. The Management has opened the special bank account for such purpose and shall earmark the unspent funds in the stipulated manner then as per the detail Action plan presented to Board on account of CSR Compliance.
- 14)
- During the year under review,the major stock of materials were lying with the vendors at their warehouses and there were ongoing dispute with certain parties resulting to delay in taking the delivery of goods.However the disputes could not be settled in time and hence the material deteriorated in quality. certain stock became absolute obsolete, and the company seems no major scope of disputes getting settled, also the quality of stock has become redundant as longer time has passed and it has turned pale and yellowish colour has started seen on fabric. Hence the management has decided to make necessary provisions in the books for the financial year ended 31st March 2023 to the tune of 80% of such Inventory losses and scrap the balance material in 1st Quarter of FY 23-24.

NOTES TO FINANCIAL STATEMENTS

For the Year Ended 31st March, 2023

- 15)
- The figures for the corresponding previous period have been regrouped/ reclassified wherever necessary, to make them comparable.
- 16)
- the Company is carrying significant balances as trade and other receivables including amounts outstanding from earlier accounting periods which are outstanding for a period over 180 days as on March 31, 2023. Further the Company has created expected credit loss provision to the tune of INR 360.83 Crores in relation to recoverability of such debts after assessing the impact and status of such receivables with reference to the ageing profile, historical payment pattern, and the past record of the customer/ vendor.
- 17)
- The Company has filed Appeal against the demand for AY 16-17 and AY 17-18 against order u/s 147 of Income tax Act.
- 18)
- The Company had outstanding liability towards Working capital facility taken from NBFC and Promoter had offred to pledge the shares owned by him as a security against the Outstanding Loan.The pledge was invoked by the NBFC during the previous period. Thereby the outstanding working capital balance is further classified as payable to the promoter on account of the invoke of pledge on their security.
- 19)
- The Company has not done Accounting on Discountinuing Operations despite the Transfer of Business Undertaking Under Slump sale As the Business under this division will be further carried on by the company.

For Naik Mehta & Co.  
Chartered Accountants  
Firm Reg No.: 124529W

Sd/-  
CA Alpa Mehta  
Partner  
Mem no. 107896  
UDIN: 23107896BGWMQD1618

Mumbai. May 15, 2023

For & behalf of the Board of Directors of  
**Suumaya Industries Limited**  
(Formerly known as Suumaya Lifestyle Limited)

Sd/-  
Ushik Mahesh Gala  
Chairman & Managing Director

Sd/-  
Meghal Mehta  
Company Secretary





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