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POSTAL BALLOT NOTICE

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ('Act') and Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020 and General Circular No. 39/2020 dated 31st December, 2020 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA"), the Company is seeking consent of its Members for the Special Businesses as mentioned hereunder, which is proposed to be passed as an Ordinary/Special Resolution through Postal Ballot through remote e-voting. ("Postal Ballot/"E-voting").

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its General Circulars, has advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/E-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Moreover, in terms of the General Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the General Circulars.

The Explanatory Statement under Section 102 of the Companies Act, 2013 setting out the material facts concerning the proposed resolutions and the reasons thereof is annexed herewith.

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time), the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting period commences on Tuesday, the 29th day of June, 2021 at 10.00 A.M. and ends on Wednesday, the 28th day of July, 2021 at 5.00 P.M. E-Voting module will be blocked by CDSL at 05:00 P.M. on Wednesday, the 28th day of July, 2021 and voting shall not be allowed beyond the said date and time. Please read carefully and follow the instructions as printed in this Notice for e-voting purpose.

The Board of Directors of the Company at its meeting held on 23rd April, 2021, has appointed M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot process in accordance with law in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or in his absence, any person authorized by him after the completion of the scrutiny of e-voting data provided by CDSL. The results of the Postal Ballot/E-voting shall be announced by the Chairman of the Company or in his absence, any person authorized by him, within a period not later than three days of the last date of e-voting.

The results of the Postal Ballot/E-voting along with the Scrutinizer's Report will be posted on the Company's website at www.msumindia.com, and CDSL website at www.evotingindia.com and shall also be displayed on

the Notice Board of the Company at the Registered Office of the Company at 7, Munshi Premchand Sarani, Hastings, Kolkata - 700022.

The last date of the E- Voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS (ES):

ITEM NO. 1: INCREASE OF AUTHORIZED SHARE CAPITAL

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a) and 64(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any amendment/ statutory modification thereto or re-enactment thereof) and in accordance with the relevant provisions of Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 60,00,00,000 (Rupees Sixty Crores Only) divided into 6,00,00,000/- (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 70,00,00,000 (Rupees Seventy Crores Only) divided into 7,00,00,000/- (Seven Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

“V. The Authorised Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 Equity Shares of Rs.10/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase, reduce, consolidate, subdivide or otherwise deal with in accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company for the time being in force and as may be thought expedient.”

RESOLVED FURTHER THAT any of the Directors of the Company and Company Secretary be and are hereby singly and severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary and to sign and execute all necessary documents/ papers for the purpose of giving effect to the aforesaid resolution and to file relevant forms with the Registrar of Companies, Kolkata, as required under the provisions of the Companies Act, 2013.”

ITEM NO. 2: APPROVAL FOR PREFERENTIAL ISSUE OF EQUITY SHARE OF THE COMPANY ON PRIVATE PLACEMENT BASIS

To consider and, if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 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) and the provisions of the Memorandum and Articles of Association of the Company and subject to other applicable laws, regulations, rules, as amended from time to time, and subject to the permissions, consents, sanctions and approvals by any authority, as may be necessary, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot 38,46,154 fully paid-up Equity Shares of Rs.10/- each at a price of Rs.26 per share (including a premium of Rs. 16 per share) aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only) approx., for cash by way of Preferential Issue of Equity Shares on Private Placement basis at such time or times, in one or more tranches and on such terms and conditions and in such manner, as the Board may think fit in its absolute discretion to the person(s)/entity(ies) as mentioned below.

Name of the Allottees	Category	No of Equity Shares to be issued
Yogesh Bangur	Promoter	1,92,308
Shreeyash Bangur	Promoter	1,92,308
Shree Krishna Agency Limited	Promoter	26,92,307
Saira Viaan Trading LLP	Public	7,69,231

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted through the Preferential Offer on Private Placement basis shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the "Relevant Date" for determination of offer price for issuance of the Equity Shares through Preferential Issue on Private Placement basis be fixed as 15th March, 2021.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to issue, in consultation with and subject to approvals of other regulatory authority, if necessary, appropriate offer letter as required under the applicable provisions of the Companies Act, 2013, containing terms and conditions of the issue as the Board may at its absolute discretion think fit and the Board be and is hereby expressly authorized and empowered to accept such modifications as any concerned authority may stipulate in that behalf and also, at its discretion to amend, modify, vary or alter all or any of the terms of the issue, including the right to increase, decrease, recalculate the number of Equity Shares to be created, offered and issued.

RESOLVED FURTHER THAT the issuance and allotment of Equity Shares shall be completed within a period of twelve (12) months from the date of passing of the Special Resolution.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to reduce, change or modify the number of Equity Shares to be allotted or pursuant to the aforesaid preferential issue on private placement basis, to agree to such conditions or modifications that may be imposed, required or suggested by any authorities including that may otherwise be deemed fit or proper by the Board and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to preferential allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution any of the Directors of the Company and Company Secretary be and are hereby singly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable to settle any question, difficulty or doubt that may arise in this regard and finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as they may deem fit."

Place: Kolkata
Date: 23rd day of April, 2021

By Order of the Board
For Maharaja Shree Umaid Mills Limited
Sd/-
Yogesh Bangur
Deputy Managing Director

Notes:

1. The explanatory statement pursuant to Section 102 of the Act setting out the material facts and reasons thereof in respect of proposed special businesses is appended herein below.

2. (a) As per Section 110 of the Act read with Rule 22 of the Companies (Management & Administration) Rules, 2014, the Postal Ballot Notice has been sent to all the Members of the Company whose names appear on the Register of Members of the Company or of the Beneficial owners maintained by the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) as on 18th June, 2021.

(b) Only a Member who is entitled to vote is entitled to exercise his/ her vote through Postal Ballot/E-voting. The Postal Ballot Notice has been sent to the Members who have registered their email IDs for receipt of the documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic Shareholding)/ the Company's Registrar and Transfer Agent (in case of physical shareholding). Members whose names appear on the Register of Members/ List of Beneficial Owners with Depository Participants as on 18th June, 2021 will be considered for the purpose of voting. A Member who is not a Member on the relevant date should treat this notice for information purpose only.

3. Resolution, if approved, by the members by means of Postal Ballot /E-Voting is deemed to have been passed at a General Meeting of the members and the last date of the E- Voting shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The Postal Ballot Notice have been placed on the Company's website i.e. www.msumindia.com and CDSL e-voting website i.e. www.evotingindia.com.

4. The voting rights of the Members shall be in proportion to their share of the paid up Equity Share Capital of the Company as on 18th June, 2021.

5. The Company is sending Postal Ballot Notice in electronic form only as permitted under the General Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

6. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications from the Company electronically with RTA at email id mdpldc@yahoo.com Or click on the following link : mdpl.in/form.

7. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time), and MCA Circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September 2020 and 31st December 2020 and any other applicable notification/circular, the Company is pleased to provide the Members (whether holding shares in physical or dematerialized form) with the facility to exercise their right to vote on the matter set out in the Postal Ballot notice by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). 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 agency.

8. The Instruction of Shareholders for E-voting are as under

- (i) The remote e-voting period begins on Tuesday, the 29th day of June, 2021 at 10:00 A.M. and ends on Wednesday, the 28th day of July, 2021 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th June, 2021, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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 CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for 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.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • 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.
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"> • 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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant “MAHARAJA SHREE UMAID MILLS LIMITED” on which you choose to vote.
- (ix) 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.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (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 at the email address viz. voting@vinodkothari.com and to the Company at the email address viz; kolkata.msum@lnbgroup.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 RTA at mdpldc@yahoo.in

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

3. 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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice.

Item No. 1

In terms of the existing Clause V of the Memorandum of Association of the Company, the Authorised Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 10/- each. Further, the issued, subscribed and paid-up share capital of the Company is Rs. 57,01,21,550/- (Rupees Fifty Seven Crores One Lakhs Twenty One Thousand Five Hundred Fifty only) divided into 5,70,12,155 (Five Crore Seventy Lakhs Twelve Thousand One Hundred Fifty Five) Equity Shares of Rs. 10/- each. Therefore, the existing limit of the authorized capital of the Company shall not accommodate the proposed Preferential Issue of Equity Shares on Private Placement basis as proposed in Item no. 2 below. Accordingly, it is necessary to increase the existing limit of the Authorised Capital to Rs. 70,00,00,000/- (Rupees Seventy Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Rs. 10/- each by introducing additional 1,00,00,000 (One Crores) Equity Shares of Rs. 10/- each.

In terms of Section 61(1)(a) read with Section 13 of the Companies Act, 2013, the proposed increase of the Authorised Capital of the Company requires approval of the Shareholders. Further, the increase in Authorized Share Capital will require subsequent amendment of Clause V of the Memorandum of Association of the Company to give effect to the aforesaid.

A copy of the amended Memorandum and Articles of Association of the Company will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays between 11.00 A.M. to 1.00 P.M. upto the last date of voting subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. However for the purpose of inspection, the documents shall also be available at the website of the Company www.msumindia.com.

None of the Directors and Key Managerial Persons of the Company either directly or through relatives are, in any way, concerned or interested financial or otherwise in this proposed resolution.

The Board recommends passing of the resolution as set out under Item No.1 of the notice for approval of the members as an Ordinary resolution.

Item no. 2

In order to meet the long term funding needs of the Company for its business operations, working capital needs, repayment of debts and other related matters, the Board at its Meeting held on 23rd day of April, 2021 has decided to issue 3846154 Equity Shares of Rs. 10/- each at a price of Rs. 26 Per equity shares (including a premium of Rs.16 Per equity shares) aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores Only) approx. to the party (ies)/ entity (ies) on a preferential Allotment basis as set out in the above resolutions.

The Board, in terms of Section 179, has approved the Preferential Issue of Equity Shares on a Private Placement basis subject to approval of the Members at its Meeting held on 23rd April, 2021.

A. Disclosure in terms of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

i) Object of the issue:

To meet the long term funding needs of the Company for its business operations, working capital needs, repayment of debts and other related matters.

ii) Total number of shares or other securities to be issued:

The Preferential Issue on Private Placement basis is of maximum 3846154 Equity Shares of Rs. 10/- each at a proposed price of Rs. 26 per Share (including a premium of Rs. 16 per Share) aggregating to amount of Rs.

10,00,00,000/- (Rupees Ten Crores Only) approx. at such time or times, in one or more tranches as the Board may at its absolute discretion thinks fit.

iii) Price or price band at/within which the allotment is proposed:

The Equity Shares will be allotted at a price of Rs. 26 per Share (including a premium of Rs. 16 per Share).

iv) Basis on which the price has been arrived at along with report of the Registered Valuer:

The price of the Equity Shares to be allotted has been determined based on the Valuation Report dated 15th April, 2021 obtained from a Registered Valuer, Mr. Sundeep Singhi (Regn No. IBBI/RV/05/2020/13405).

v) Relevant date with reference to which the price has been arrived at:

The Relevant Date for the determination of the issue price of the Equity Shares has been fixed at 15th March, 2021.

vi) The class or classes of persons to whom the allotment is proposed to be made:

The Equity Shares is proposed to be issued to the person(s)/entity(ies) as mentioned below.

Name of the Allottees	Category	No of Equity Shares to be issued
Yogesh Bangur	Promoter	1,92,308
Shreeyash Bangur	Promoter	1,92,308
Shree Krishna Agency Limited	Promoter	26,92,307
Saira Viaan Trading LLP	Public	7,69,231

vii) Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The Proposed allottees Mr. Yogesh Bangur, Mr. Shreeyash Bangur and M/s Shree Krishna Agency Limited would fall under the promoter category and M/s Saira Viaan Trading LLP would fall under the public category as mentioned in point no. (vi) above. The said allottee proposes to subscribe for 3846154 shares. The requirement of issue of shares on preferential basis is necessitated to fulfill the objects as mentioned in point no (i) above.

Except Mr. Yogesh Bangur (Promoter, Director), Mr. Shreeyash Bangur (Promoter) and M/s Shree Krishna Agency Limited (Promoter), none of the other Directors, Promoter or Key Managerial personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

viii) The proposed time within which the allotment shall be completed:

The Company proposes to complete the issuance and allotment of Equity Shares within a period of twelve (12) months from the date of passing of the special resolution by the Members.

ix) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sl. No.	Name of the Proposed Allottees	% of post Preferential Offer Capital
1.	Yogesh Bangur	0.33

2.	Shreeyash Bangur	0.32
3.	Shree Krishna Agency Limited	5.25
4.	Saira Viaan Trading LLP	15.23

x) The change in control, if any, in the Company that would occur consequent to the preferential offer:

Consequent to the proposed preferential issue of the Equity Shares, there will be no change in control.

xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number or securities as well as price:

During the year, no allotment of preferential issue on private placement basis has been made by the Company.

xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not applicable.

xiii) Pre issue and Post issue Shareholding Pattern of the Company:-

Sl. No	Category	Pre Issue		Post Issue	
		No. of Shares held	% of Total share holding	No. of Shares held	% of Total share holding
A.	Promoters Holding:				
1.	Indian:				
	Individual	1285300	2.2544	1669916	2.7439
	Bodies Corporate	46378657	81.3487	49070964	80.6315
	Sub Total	47663957	83.6031	50740880	83.3754
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	47663957	83.6031	50740880	83.3754
B.	Non Promoters' Holding:				
1.	Institutional Investors	-	-	-	-
2.	Non Institution:				
	Private Corporate Bodies	8531798	14.9649	9301029	15.2831
	Director and Relatives	-	-	-	-
	Indian Public	756635	1.3271	756635	1.2433
	Others (Including NRIs)	59765	0.1048	59765	0.0982
	Sub Total (B)	9348198	16.3969	10117429	16.6246
	TOTAL (A+B)	57012155	100	60858309	100

B. Disclosures under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

xiv) The basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Please refer clause (iv) above.

xv) Name and address of the valuer who performed valuation:

Mr. Sundeep Singhi, Chartered Accountants
Registered Valuer-Securities or financial assets (Regn No. IBBI/RV/05/2020/13405)
61, Sakhar Bhawan, 6th floor, 230, Nariman Point, Mumbai-400021

xvi) Particulars of the offer including date of passing of Board Resolution:

The Board of Directors of the Company had approved the Preferential Issue of 3846154 Equity Shares of Rs. 10/- each at an issue price of Rs. 26 per Share (including a premium of Rs. 16 per Share) at their meeting held on 23rd day of April, 2021.

For other particulars, please refer to the disclosures made under 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 as above.

xvii) Proposed time schedule:

Please refer clause (viii) above.

xviii) Amount which the Company intends to raise by way of such securities:

The Preferential Issue on Private Placement basis is for an amount aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only) approx.

xix) Kind of securities offered and the price of which security is being offered:

Please refer to the aforesaid disclosures.

xx) Material terms of raising such securities, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

Please refer to the aforesaid disclosures.

A copy of the Valuation Report will be available for inspection at the Company's Registered Office on all working days, except Saturdays, Sundays and public holidays between 11.00 A.M. to 1.00 P.M. upto the last date of voting subject to available relaxations, if any granted by local authorities in view of restrictions imposed due to outbreak of the pandemic. However for the purpose of inspection, the documents shall also be available at the website of the Company www.msumindia.com.

None of the Directors or KMP or their relative is concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, and directorship in the Company.

The Board recommends passing of the resolution as set out under Item No.2 of the notice for approval of the members as a special resolution.

Place: Kolkata
Date: 23rd day of April, 2021

By Order of the Board
For Maharaja Shree Umaid Mills Limited
Sd/-
Yogesh Bangur
Deputy Managing Director