

Notice

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EOGM”) of the Members of the Company will be held on **Saturday, 4th January, 2025 at 4.00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following special business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 7th Floor, Eleven West Panchshil, Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India.

SPECIAL BUSINESS:

Item No. 1:

Approval for issuance of Equity Shares to person(s) belonging to Non-Promoter category on a preferential basis for cash consideration

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including BSE Limited and National Stock Exchange of India Limited (collectively, the “Stock Exchanges”) on which the equity shares of the Company having face value of Rs. 2/- (Indian Rupees Two) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot in aggregate, up to 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid up equity shares of the Company of face value of Rs. 2/- each (“Equity Shares”) at a price of Rs. 1,043.33 (Rupees One Thousand Forty Three and Thirty Three Paise only) each including premium of Rs. 1,041.33 (Rupees One Thousand Forty One and Thirty Three Paise only) per equity share, payable in cash (“Issue Price”), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 195 Crores (Rupees One Hundred Ninety Five Crores only) to the identified investors, as per the details herein mentioned below (hereinafter referred to as “Proposed Allottees”), not belonging to “Promoter and Promoter Group” of the Company by way of a preferential issue of Equity Shares on private placement basis, for cash consideration, in accordance with the terms as set out herein, and in the explanatory statement to this Notice of Extraordinary General Meeting, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the “Preferential Allotment”).

Sr. No.	Name and details of the Proposed Allottees	Category	Promoter / Non-Promoter	Maximum No. of Equity Shares to be issued and allotted at Rs. 1,043.33/- per equity share	Amount of consideration upto (in Rs. Crores)
1	Shamyak Investment Private Limited (CIN: U23201MH1983PTC031175)	Body Corporate	Non-Promoter	7,18,850	75
2	Lata Manek Bhanshali	Individual	Non-Promoter	11,50,150	120

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the floor price for the preferential allotment of Equity Shares be and is hereby fixed as **Thursday, 5th December, 2024**, being the date i.e., 30 (thirty) days prior to the date of the Extra Ordinary General Meeting, i.e., **Saturday, 4th January, 2025**.

RESOLVED FURTHER THAT the issue of the Equity Shares being offered, issued and allotted to the Proposed Allottees under this Preferential Allotment shall, inter alia, be subject to the following terms and conditions:

- i. The Allotment of Equity Shares shall only be made in dematerialized form;
- ii. Each of the Proposed Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof;
- iii. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for a cash consideration. The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the respective bank accounts of the Proposed Allottees;
- iv. The Equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved hereinabove;
- v. The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof and shall be subject to the Memorandum of Association and Articles of Association of the Company;
- vi. The Equity Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- vii. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (fifteen) days from the date of this special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the Preferential Allotment / for such allotment by any regulatory / statutory authority (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to Proposed Allottees on a preferential basis), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- viii. The Equity Shares so offered, issued and allotted will be listed on the BSE Limited and National Stock Exchange of India Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- ix. Without prejudice to the generality of the above, the Preferential Allotment of the Equity Shares shall be subject to the terms and conditions as contained in the Explanatory Statement under Section 102 of the Act and Chapter V of the SEBI ICDR Regulations annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the consent of the Members of the Company be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and issue a Private Placement Offer cum Application Letter, in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act and that the allotment would be made only upon receipt of in-principle approvals from the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the amount received by the Company pursuant to the Preferential Allotment shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies (“ROC”) in accordance with the provisions of Section 42 of the Act and rules made thereunder.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above Preferential Allotment of the Equity Shares is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Allotment as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of equity shares to be allotted to the Proposed Allottees; (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of Equity Shares, (iv) filing requisite documents with the Ministry of Corporate Affairs (“MCA”) and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Equity Shares, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, (x) to appoint and execute necessary agreements with the monitoring agency, and (xi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

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

NOTES AND EXPLANATORY STATEMENT TO THIS NOTICE ARE ENCLOSED BELOW AND THE SPACE BELOW IS INTENTIONALLY KEPT BLANK

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EOGM"), and statement of additional information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and as per Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India ("ICSI") is annexed and forms an integral part of the Notice.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 02/2021 dated 13th January 2021, 10/2021 dated 23rd June 2021, 19/2021 dated 8th December 2021, 20/2021 dated 8th December 2021, 21/2021 dated 14th December 2021, 2/2022 dated 5th May 2022, 3/2022 dated 5th May 2022, 10/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and SEBI vide its Circular dated 3rd October, 2024, has allowed the Companies to conduct the EOGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") until 30th September 2025. In accordance with the said Circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, 2015, the EOGM of the Company shall be conducted through VC / OAVM. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the EOGM through VC / OAVM facility and e-voting during the EOGM. The procedure for participating in the meeting through VC / OAVM is explained in the notes below and is also available on the website of the Company at <https://www.sudarshan.com/notices.php>.
3. As explained above the EOGM is being conducted through VC / OAVM, in compliance with the provisions of the Act and Rules made thereunder, SEBI Listing Regulations, 2015 and as per the abovementioned MCA and SEBI Circulars. In accordance with the Secretarial Standard – 2 issued by ICSI, read with clarification / guidance on applicability of Secretarial Standards – 1 and 2 issued from time to time, the proceedings of the EOGM shall be deemed to be conducted at the Registered Office and Global Head Office of the Company which shall be deemed to be the venue of the EOGM.
4. A member entitled to vote at the EOGM 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. In terms of the MCA Circulars, as the EOGM is to be conducted through VC / AVM, and since physical attendance of member is dispensed with, there is no requirement of appointment of proxies. Therefore, the facility for appointment of proxy by the Members is not available for this EOGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. In this Notice, the terms member(s) or shareholder(s) are used interchangeably.

ELECTRONIC DISPATCH OF EOGM NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF NOTICE

In accordance with the above-mentioned Circulars issued by the MCA and SEBI from time to time, the Notice of EOGM is being sent only in electronic mode to Members whose e-mail address is registered with the Company / Registrar and Transfer Agent ("RTA") or Depository Participant(s) ("DP"). The Company will not be dispatching physical copies of the Notice of EOGM to any member.

5. For members who have not received the notice due to change / non- registration of their email address with the Company / RTA / DP, they may do so by following the procedure given below:
 - a) **Registration of email id for members holding shares in physical form –**

The members of the Company who hold shares in physical form and who have not registered their email addresses may get their email addresses registered with the Company's RTA, Link Intime India Private Limited ("Link Intime") by submitting the required forms along with supporting documents which are available on our website <https://www.sudarshan.com/and RTA's https://liiplweb.linkintime.co.in/client-downloads.html> > General
 - b) **Registration of email id of members holding shares in Demat form –**

Members are requested to register their email address, in respect of their demat holding with their respective DP's. In case of any queries/difficulties in registering the email address, Members may write to shares@sudarshan.com
6. A copy of the Notice of this EOGM is available on the website of the Company at www.sudarshan.com, on the website of Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR JOINING THE EOGM THROUGH VC / OAVM:

7. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below in the Notice for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General Meeting" menu against company

name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

8. For convenience of the members and proper conduct of EOGM, members can login and join at least 30 (thirty) minutes before the time scheduled for the EOGM and shall be kept open throughout the proceedings of EOGM. The facility of participation at the EOGM through VC / OAVM will be made available on a first come first serve basis. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first serve basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Chairman/Chairperson of the Committees of the Board of Directors, as applicable, etc. who are allowed to attend the EOGM without the said restriction.
9. Members who need assistance before or during the EOGM with use of technology, can send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 /1800 224 430; or contact Mr. Sagar Gudhate, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in.
10. Institutional Members are encouraged to attend and vote at the EOGM through VC / OAVM. In case any Institutional Members, facing issues for participating in EOGM can write to shares@sudarshan.com.
11. 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.
12. Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the EOGM, and therefore members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE FOR SPEAKER REGISTRATION, SUBMISSION OF QUESTIONS / QUERIES:

13. As the EOGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EOGM, members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number, their queries / views / questions at shares@sudarshan.com.
14. Members holding shares as on the cut-off date i.e. Saturday, 28th December, 2024, and who would like to speak or express their views or ask questions during the EOGM may register themselves as speakers by sending an email to shares@sudarshan.com during Tuesday, 31st December, 2024, 9.00 a.m. (IST) to Friday, 3rd January, 2025, 5.00 p.m. (IST) (e-voting period dates). Those members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the EOGM.
15. Members can also express their views or post their questions during the EOGM through a facility available in the VC / OAVM facility.
16. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the EOGM.
17. Pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, and in compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended, and the Circulars issued by MCA / SEBI, the Company is pleased to provide voting by electronic means ("remote e-voting") to the Members, to enable them to cast their votes electronically in respect of the business to be transacted at the EOGM. For this the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL. **The e-voting Event Number ("EVEN") for this purpose is '132422'.**
18. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the members on Saturday, 28th December, 2024 (on close of business hours) ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.
19. The details of the process and manner for remote e-voting are explained herein below:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>     </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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

	<p>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. 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.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 132422 then user ID is 132422001***

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

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

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not cast 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 in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to o karunakaran2004@yahoo.com with a copy marked to evoting@nsdl.co.in and shares@sudarshan.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the ["Forgot User Details/Password?"](#) or ["Physical User Reset Password?"](#) option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sagar Gudhate, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@sudarshan.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@sudarshan.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - i. The voting rights of members shall be in proportion to their shares of the paid-up Equity Share capital of the Company as on **Saturday, 28th December, 2024**, and who continue to hold the shares as on the date of EOGM will be entitled to vote at the EOGM.
 - ii. The notice of the EOGM is being sent to all members who are holding shares as on **Friday, 6th December, 2024**.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 6th December, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 2244 30. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 6th December, 2024, may follow steps mentioned in the Notice of the EOGM under "Access to NSDL e-Voting system".

Members may cast their votes on electronic voting system from any place (remote e-voting). **The remote e-voting period will commence at 9.00 a.m. (IST) on Tuesday, 31st December, 2024 and will end at 5.00 p.m. (IST) on Friday, 3rd January, 2025.**

The remote e-voting module shall be disabled for voting thereafter.

In addition, the e-voting window shall be activated upon instruction of the Chairman of the meeting during the EOGM. The e-voting during the EOGM is integrated with the VC / OAVM platform and therefore no separate login is required.

Members attending the EOGM who have not cast their vote by remote e-voting and are otherwise not barred from doing so shall be eligible to cast their vote through e-voting during the EOGM. Members who have voted through remote e-voting shall be eligible to attend the EOGM, however, they shall not be eligible to vote at the meeting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

- iii. Mr. Rajesh Karunakaran, Practicing Company Secretary, Pune, (Membership No. FCS 7441 & CP No. 6581) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall after the conclusion of remote e-voting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith.

The Results declared along with a Scrutinizer's Report will be placed on the Company's website at www.sudarshan.com and on the website of NSDL at www.nsdl.co.in immediately after the result is declared by the Chairman or a person authorised by him and simultaneously be forwarded to the Stock Exchanges viz. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. The results will be announced within the time stipulated under the applicable laws.

20. (a) As per Regulation 40 of the SEBI Listing Regulations, 2015, as amended, securities of the listed entity can be transferred only in dematerialized form with effect from 1st April 2019. In view of this and to eliminate all risks associated with physical shares members holding shares in the physical form are therefore requested to dematerialize their shares in their own interest.

(b) The members of the Company who hold shares in physical form and who have not registered their PAN, other KYC details and Bank details may get these registered with the Company's RTA, Link Intime India Private Limited ("Link Intime") by submitting the required forms along with supporting documents which are available on our website [https:// www.sudarshan.com/](https://www.sudarshan.com/) and RTA's <https://liiplweb.linkintime.co.in/client-downloads.html> > General

(c) Members who hold the shares in the dematerialized form and want to change / correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. The Company, in case of such dematerialized shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, the Registrar is obliged to use only the data provided by the Depositories.

(d) Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company's Registrar and Share Transfer Agents at the following address :

Link Intime India Private Limited.
"Akshay Complex", Block No. 202, 2nd Floor, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411 001,
Maharashtra Tel. No. 020-2616 0084, 020-2616 1629.
Tele fax. 020-2616 3503
E-mail: pune@linkintime.co.in Website: www.linkintime.co.in

The Company has designated e-mail address - shares@sudarshan.com and grievance.redressal@sudarshan.com for timely action on investor complaints. Members are requested to forward their complaints, if any, at the designated e-mail address.

(e) Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.

(f) Members are requested to intimate changes if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Numbers ("PAN"), mandates, nominations, power of attorney, bank details etc.

- I. For shares held in electronic form: to their respective Depository Participants ("DPs");
- II. For shares held in physical form: to the Company / RTA, in prescribed Form ISR-1 and other forms pursuant to SEBI Circulars issued from time to time.

(g) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of Duplicate Share Certificates/Letter of Confirmation, claim from Unclaimed Suspense Account of the Company, transmission, transposition etc. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request shall be processed only after the folio is KYC compliant. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. The member may contact the Company / RTA for assistance in this respect.

(h) Members desirous of getting any information about the accounts of the Company are requested to address their queries to the Company Secretary of the Company. Such requests should be received at least seven days before the date of the meeting, so that the information required can be readily made available at the meeting, to the best extent possible.

Members can avail of the nomination facility in respect of securities held by them in physical form as per Section 72 of the Companies Act, 2013, Rules made thereunder and SEBI Circular dated 3rd November 2021, and clarification Circular dated 14th December 2021. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out) duly filled into RTA. Members holding shares in the electronic form may contact their respective DP's. The Forms may be downloaded from the Company's website.

(j) Details as required by Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standard -2 on General Meeting issued by ICSI in respect of the Director seeking appointment / re-appointment at this EOGM form part of the Explanatory Statement annexed hereto.

(k) During the EOGM, relevant documents referred to in this Notice of EOGM and Explanatory Statement shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com> and on the website of the Company, www.sudarshan.com.

By order of the Board of Directors
For **SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

(MANDAR VELANKAR)
GENERAL COUNSEL AND COMPANY SECRETARY
(Membership No. – A14469)

Pune, 13th December, 2024
Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
7th Floor, Eleven West Panchshil,
Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India
CIN: L24119PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com

Explanatory Statement pursuant to section 102 of the Companies Act, 2013

In conformity with the provisions of section 102 of the Companies Act, 2013, Secretarial Standard-2, and statement of additional information as required under applicable Rules and regulations, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part of the Notice

Item No. 1

The Board of Directors of the Company ("Board") at its meeting held on 13th December, 2024, has approved raising of funds by way of creation, offer, issue and allotment of upto 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid-up equity shares of the Company of face value of Rs. 2/- each ("Equity Shares") at a price of Rs. 1,043.33 (Rupees One Thousand Forty Three and Thirty Three Paise only) each including premium of Rs. 1,041.33 (Rupees One Thousand Forty One and Thirty Three Paise only) per equity share, payable in cash ("Issue Price"), in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 195 Crores to the identified allottees/ investors, as per the details herein mentioned below (hereinafter referred to as "Proposed Allottees"), not belonging to "Promoter and Promoter Group" of the Company by way of a preferential issue on private placement basis, for cash consideration (the "Preferential Allotment").

Sr. No.	Name of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted at Rs. 1,043.33/- per equity share	Amount of consideration upto (Rs. in Crore)
1	Shamyak Investment Private Limited	Non Promoter	7,18,850	75
2	Lata Manek Bhanshali	Non Promoter	11,50,150	120

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Equity Shares to be issued pursuant to the Preferential Allotment. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue and allot securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds by way of creation, offer, issue and allotment of upto 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid-up equity shares of the Company of face value of Rs. 2/- each ("Equity Shares") at a price of Rs. 1,043.33 (Rupees One Thousand Forty Three and Thirty Three Paise only) each including premium of Rs. 1,041.33 (Rupees One Thousand Forty One and Thirty Three Paise only) per equity share, payable in cash ("Issue Price"), in accordance with Chapter V of the SEBI ICDR Regulations, aggregating upto Rs. 195 Crores, on a preferential basis to the Proposed Allottees.

The salient features of the Preferential Allotment, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

i) Objects of the Issue

The Company intends to utilize the proceeds raised through this Preferential Issue ("Issue Proceeds") towards investment in securities and/or provision of loans to Subsidiary(ies) including Sudarshan Europe B.V. and future Subsidiary(ies) as detailed below.

Sr. No.	Particulars	Estimated Amount to be utilised for each Object	Timeline
1.	Investment in securities and/or provision of loans to Subsidiary(ies) including Sudarshan Europe B.V. and future Subsidiary(ies).	Between Rs.165 Crore and Rs.195 Crore	Upto 6 Months from the date of raising of funds.
2.	General Corporate Purposes General Corporate Purposes- This shall include, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws	Upto Rs. 30 Crore	Upto 6 Months from the date of raising of funds.

Sudarshan Europe B.V., Wholly Owned Subsidiary of the Company in Netherlands (“SEBV”) has agreed to acquire Global Pigment Business Operations of the Heubach Group for a total consideration of Euro 127.5 Million (Approx. Rs. 1,180 Crores) subject to receipt of regulatory approvals/ clearances. The Company would need to invest in securities of the subsidiary(ies) including Sudarshan Europe B.V. and future subsidiary(ies) / provide loans to subsidiary company(ies) including Sudarshan Europe B.V. and future subsidiary(ies), subsequent to the said acquisition.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (which term shall include Committee of the Board of Directors), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 and BSE Notice No. 20221213- 47 each dated 13th December, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim use of Issue Proceeds

Our Company, in accordance with the approval of the Board (which term shall include Committee of the Board of Directors) from time to time, will have flexibility to deploy the Issue Proceeds as an interim use of the same. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

ii) Monitoring of utilisation of funds

Given that the issue size of the preferential Allotment exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company shall ensure that the use of the proceeds of the Preferential Allotment are monitored by a SEBI registered Credit Rating Agency (“Monitoring Agency”).

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI to the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges on which its Equity Shares are listed.

iii) Maximum Number of Equity Shares to be offered:

The Company proposes to offer, issue and allot in aggregate up to 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 1,043.33 (Rupees One Thousand Forty Three and Thirty Three Paise Only) (including a premium of Rs. 1,041.33/- each) per Equity Share.

iv) Amount which the Company intends to raise by way of such securities/ size of the issue:

The Company intends to raise up to a maximum of Rs. 195 Crores (Rupees One Hundred and Ninety Five Crores Only) by way of issuance of up to 18,69,000 fully paid up Equity Shares.

v) Issue Price:

The Company proposes to offer, issue and allot in aggregate up to 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid-up equity shares of face value of Rs. 2/- (Rupees Two Only) each at a price of Rs. 1,043.33 (Rupees One Thousand Forty Three and Thirty Three Paise Only) (including a premium of Rs. 1,041.33/- each) per Equity Share which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Points mentioned below in respect of the basis of determining the price of the Preferential Allotment.

vi) Relevant Date

The “**Relevant Date**” as per Chapter V of the SEBI ICDR Regulations is **Thursday, 5th December, 2024** i.e. the date 30 (thirty) days prior to the date of the Extraordinary General Meeting i.e., Saturday, 4th January, 2025.

vii) Basis or justification for the price (including the premium, if any) has been arrived at

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with SEBI ICDR Regulations for the purpose of computation of the price per equity share, National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the preceding 90 (Ninety) trading days prior to the Relevant

Date i.e., Thursday, 5th December, 2024, has been considered for determining the floor price in accordance with SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 1,043.33 per equity share, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date: i.e. Rs. 1,043.33 per equity share;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company quoted on the recognized Stock Exchange preceding the Relevant Date: i.e. Rs. 1,034.06 per equity share.
- c) The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations. However, as per Clause 12 of articles of association of the Company, the price of equity shares is to be determined by the valuation report of a registered valuer. Accordingly, the Company has obtained a valuation report from an independent registered valuer, Mr. Amod Vaze (Registration No. IBBI/RV/06/2019/11825) which is available on the website at www.sudarshan.com. In terms of the said valuation report, the minimum floor price is Rs. 1,043.33 per equity share.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price for this purpose. However, valuation report of a registered valuer as mentioned above has been obtained in terms of provisions of Clause 12 of Articles of Association of the Company.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

viii) Amount which the company intends to raise by way of such securities

Upto Rs. 195 Crores

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

The Equity Shares shall be issued and allotted to the investors as detailed herein below. The Company has obtained PAN of all the proposed allottees.

Sr. No.	Name and details of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted at Rs. 1,043.33/- per equity share	Amount of consideration upto (Rs. in Crore)
1	Shamyak Investment Private Limited	Non Promoter	7,18,850	75
2	Lata Manek Bhanshali	Non Promoter	11,50,150	120

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

Based on the approval accorded by the Board of Directors and the Fund Raising Committee of the Board of Directors and shareholders of the Company, the Company has made preferential allotment of 9,80,000 warrants (Nine Lakhs Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each at a price of Rs. 1,019.75 each (including premium of Rs. 1,017.75 per warrant) for cash to Mr. Rajesh Balkrishna Rathi, member of the Promoter and Promoter Group and Managing Director of the Company.

Apart from above, the Company has not made any allotment on preferential basis during the financial year 2024-25.

xi) Maximum number of securities to be issued

The resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 195 Crores by way of issuance of upto 18,69,000 (Eighteen Lakhs Sixty Nine Thousand) fully paid-up Equity Shares of the Company of face value of Rs. 2/- each at a price of Rs. 1,043.33 each payable in cash.

xii) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

None of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the aforementioned Preferential Allotment.

xiii) Shareholding pattern of the Company before and after the Preferential Issue (Table will be updated)

Sr. No.	Category of Shareholder(s)	Pre Issue (as on 6 th December, 2024)		Post Issue*	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoter and Promoter Group				
1	Indian				
a)	Individuals / Hindu Undivided Family	1,74,03,673	25.13	1,83,83,673	25.51
b)	Trusts	12,08,250	1.75	12,08,250	1.68
c)	Bodies Corporate	4,62,550	0.67	4,62,550	0.64
	Sub-Total (A)(1)	1,90,74,473	27.55	2,00,54,473	27.83
2	Foreign	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoter and Promoter Group Shareholding (A)	1,90,74,473	27.55	2,00,54,473	27.83
B	Non-Promoters				
1	Institutions				
a)	Mutual Funds	1,21,84,093	17.60	1,21,84,093	16.91
b)	Alternate Investment Funds	1,68,973	0.24	1,68,973	0.23
c)	Banks	3,460	0.01	3,460	0.01
d)	Insurance Companies	1,39,394	0.20	1,39,394	0.19
e)	NBFCs registered with RBI	2,700	0.00	2,700	0.00
f)	Foreign Portfolio Investors	61,22,772	8.85	61,22,772	8.49
g)	Foreign Institutional Investors	4,000	0.01	4,000	0.01
	Sub-Total (B)(1)	1,86,25,392	26.90	1,86,25,392	25.84
2	Central Government / State Government(s)	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
a)	Directors and their relatives (excluding Independent and Nominee Directors)	4,001	0.01	4,001	0.01
b)	Key Managerial Personnel	2	0.00	2	0.00
c)	Investor Education and Protection Fund (IEPF)	2,21,566	0.32	2,21,566	0.30
d)	Individuals	2,46,39,279	36.35	2,57,89,429	35.79
e)	Non-Resident Indians (NRIs)	4,13,780	0.60	4,13,780	0.57
f)	Bodies Corporate	45,02,521	6.50	52,21,371	7.25
g)	Any other, specify:				
	Trusts	250	0.00	250	0.00
	Limited Liability Partnership(s)	60,319	0.09	60,319	0.08
	Hindu Undivided Family	11,57,121	1.67	11,57,121	1.60
	Clearing Members	406	0.00	406	0.00
	Unclaimed or Suspense or Escrow Account	5,28,140	0.75	5,28,140	0.73
	Sub-Total (B)(3)	3,15,27,385	45.54	3,33,96,385	46.33
	Total Public Shareholding (B)	5,01,52,777	72.45	5,20,21,777	72.17
	Total (A)+(B)	6,92,27,250	100.00	7,20,76,250	100.00
C	Shares held by custodians for ADR and GDR	-	-	-	-
	Total (A)+(B)+(C)	6,92,27,250	100.00	7,20,76,250	100.00

*Allotment of 9,80,000 warrants convertible into Equity Shares is completed on 13th December, 2024. Therefore, the post preferential percentage of shareholding has been calculated assuming that all the 9,80,000 warrants allotted to Mr. Rajesh Balkrishna Rathi will get converted into equity shares.

*The post preferential percentage of shareholding has been calculated assuming that all the Equity Shares will be allotted to the Proposed Allottees.

xiv) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

xv) Principal terms of assets charged as securities

Not applicable.

xvi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Name of the Proposed Allottee	Category	Promoter / Non-Promoter	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	Post issue % of capital that allottee will hold
Shamyak Investment Private Limited	Body Corporate	Non-Promoter	Nemish Shantilal Shah	7,18,850	Non QIB	0.99%
Lata Manek Bhanshali	Individual	Non-Promoter	Lata Manek Bhanshali	11,50,150	Non QIB	1.59%

xvii) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Name(s) of the Proposed Allottee(s)	Category	Promoter / Non-Promoter	Pre Issue % Shareholding	Number of Equity Shares proposed to be allotted	Post Issue % Holding*
Shamyak Investment Private Limited	Body Corporate	Non-Promoter	Nil	7,18,850	0.99%
Lata Manek Bhanshali	Individual	Non-Promoter	Nil	11,50,150	1.59%

* The post issue percentage of shareholding has been calculated assuming preferential allotment of equity shares of the Company as stated in the table above.

xviii) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

None of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the aforementioned Preferential Allotment.

However, based on the earlier approval accorded by the Board of Directors and the Fund Raising Committee of the Board of Directors, and approval accorded by the shareholders through Postal Ballot on 30th November, 2024, the Company has made preferential allotment of 9,80,000 warrants (Nine Lakhs Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 2/- each at a price of Rs. 1,019.75 each (including premium of Rs. 1,017.75 per warrant) for cash to Mr Rajesh Balkrishna Rathi, member of the Promoter Group and Managing Director of the Company.

xix) Undertaking:

The Company hereby undertakes that:

- a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;
- d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

xx) Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

As mentioned above, both the Proposed Allottees are not a part of Promoter and Promoter Group of the Company and such status will continue to remain the same post the Preferential Issue.

xxi) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

xxii) Lock-in period

The equity shares to be issued and allotted as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

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

Sr. No.	Name and details of the Proposed Allottees	Category (Current as well as Proposed status)
1	Shamyak Investment Private Limited	Non Promoter Body Corporate
2	Lata Manek Bhanshali	Non-Promoter Individual

xxiv) Practicing Company Secretary's Certificate

The certificate from J. B. Bhavé & Co., Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be made available for inspection by the Shareholders during the Extraordinary General Meeting and will also be made available on the Company's website and will be accessible at link: www.sudarshan.com

xxv) Listing

The Company shall make an application to BSE Limited and National Stock Exchange of India Limited on which the existing equity shares of the Company are listed, for listing and trading of the aforementioned Equity Shares. The aforesaid Equity Shares, once issued and allotted, shall rank pari passu with the then existing Equity Shares of the Company in all respects, including dividend.

xxvi) Other disclosures

- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- b) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- c) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

d) The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval.

e) Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential Issue is not more than 5% (five percent) of the post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is not required under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.

f) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

g) The Proposed Allottees have confirmed that they neither they hold any equity shares of the Company nor have they sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue. None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 1 of this notice.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said Item No. 1 of the Notice. Issue of the equity shares would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per the applicable legal provisions.

By order of the Board of Directors For
SUDARSHAN CHEMICAL INDUSTRIES LIMITED

(MANDAR VELANKAR)
GENERAL COUNSEL AND COMPANY SECRETARY
(Membership No. – A14469)

Pune, 13th December, 2024
Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
7th Floor, Eleven West Panchshil,
Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India
CIN: L24119PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com