



# Notice

## NOTICE OF THE 73<sup>RD</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 73<sup>rd</sup> Annual General Meeting ("AGM") of the Members of the Company will be held on **Friday, 2<sup>nd</sup> August, 2024 at 4.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 7<sup>th</sup> Floor, Eleven West Panchshil, Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India.

### ORDINARY BUSINESS:

#### 1. Adoption of accounts - Ordinary Resolution:

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2024 together with the Report of the Board of Directors and the Auditors thereon.

#### 2. To confirm Interim Dividend paid on Equity Shares during FY 2023-24 and to declare Final Dividend on Equity Shares for FY 2023 - 24 - Ordinary Resolution:

To confirm Interim Dividend of ₹3.60/- per Equity Share of face value of ₹2.00/- each (180%) paid during FY 2023-24 and to declare Final Dividend of ₹1.00/- per Equity Share of face value of ₹2.00/- each (50%) for the year ended 31<sup>st</sup> March 2024.

#### 3. To appoint a Director in place of Mr. Pradeep R. Rathi (DIN: 00018577), Non-Executive and Non-Independent Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment - Ordinary Resolution

### SPECIAL BUSINESS:

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

##### Ratification for payment of remuneration to Mrs. Ashwini Kedar Joshi, Cost Auditors for the FY 2024-25 to conduct Audit of Cost Records of the Company

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the payment of ₹70,000/- (Rupees Seventy Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, to the Company's Cost Auditor, Mrs. Ashwini Kedar Joshi (Sole Proprietor), Cost Accountant, Pune, (Registration No. 102387), appointed by the Board of Directors of the Company, for auditing cost records maintained for the FY 2024-25.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for the purpose of giving effect to this Resolution."

#### 5. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: To appoint Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company for a term of 5 years

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations, 2015") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Ms. Bhumika Batra (DIN: 03502004), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Ms. Bhumika Batra be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

**6. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: To appoint Mrs. Anu Wakhlu (DIN: 00122052) as an Independent Director of the Company for a term of 5 years**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations, 2015") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Anu Wakhlu (DIN: 00122052), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Mrs. Anu Wakhlu be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

**7. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: To appoint Mrs. Sudha Navandar (DIN: 02804964) as an Independent Director of the Company for a term of 5 years**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations, 2015") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Sudha Navandar (DIN: 02804964), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Mrs. Sudha Navandar be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

**8. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: Remuneration of Mr. Rajesh B. Rathi (DIN: 00018628) as Managing Director in accordance with the provisions of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

"RESOLVED THAT pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") (including any amendment, modification or re-enactment thereof) and rules made there under and Schedule V thereto and Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), consent of members of the Company be and is hereby accorded for revision in remuneration of Mr. Rajesh B. Rathi (DIN: 00018628), Managing Director from time to time on such terms and conditions notwithstanding that the remuneration payable to Mr. Rajesh B. Rathi in any year exceeds the limits prescribed under Regulation 17(6)(e) of SEBI Listing Regulations, 2015 i.e., Rupees 5 crores or 2.5% of the net profits of the Company, whichever is higher, during the remaining tenure of his appointment up to 31<sup>st</sup> May, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of remuneration payable to Mr. Rajesh B. Rathi, Managing Director, as it may, at its discretion, deem fit, from time to time provided



however the remuneration after the alteration / variation shall not exceed the limits specified in applicable sections of the Companies Act, 2013 read with Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof and any such revision of remuneration within the overall limits set out under the Companies Act, 2013 shall be deemed to have been specifically approved by the Members in General Meeting."

**9. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:  
Approval of ratification and amendments in Sudarshan Employee Stock Option Plan 2018**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder ("FEMA"), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, "Applicable Laws"), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, Sudarshan Employee Stock Option Plan 2018 ("Plan or ESOP 2018") as formulated and approved by the members of the Company on August 09, 2018, be and is hereby ratified, approved, and amended as detailed in explanatory statement, and the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the "Compensation Committee" under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of the Employees of the Company and to issue fresh options, re-issue options that may have lapsed / cancelled / surrendered, already granted under the ESOP 2018, in one or more tranches, to or for the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and/ or directors of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/ or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of ESOP 2018 (hereinafter collectively referred to as the "Eligible Employees"), up to 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) stock options exercisable into equity shares of the Company (such stock options, the "Options"), in one or more tranches, not exceeding 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) equity shares of face value of ₹2/- each of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP 2018 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the ESOP 2018 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company."

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the ESOP 2018 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the ESOP 2018 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) shall be deemed to be increased to the extent of such additional number of Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP 2018 and the exercise price of Options granted under the ESOP 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹2/- per equity share bears to their revised face value of the equity shares of the Company after

such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the ESOP 2018.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the ESOP 2018, determine the detailed terms and conditions of the ESOP 2018 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the ESOP 2018 and as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of ESOP 2018.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the ESOP 2018 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI Listing Regulations and other Applicable Laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the ESOP 2018, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the ESOP 2018 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI Listing Regulations and any other Applicable Laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2018, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any other Committee of directors and/or any director(s) and/or officer(s) of the Company."

**10. To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: Approval to extend the benefits under Sudarshan Employee Stock Option Plan 2018 to the employees of Subsidiary Company(ies) / Associate Company(ies) of the Company**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the rules framed thereunder, including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (referred to as the "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Foreign Exchange Management Act, 1999, read with the relevant rules, regulations, directions, notifications and clarifications issued thereunder ("FEMA"), and other applicable laws, rules and regulations, including in each case any modifications thereof or supplements thereto (collectively, "Applicable Laws"), and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, permissions and sanctions of any regulatory or other authorities as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, Sudarshan Employee Stock Option Plan 2018 ("Plan or ESOP 2018") as formulated and approved by the members of the Company on August 09, 2018, be and is hereby ratified, approved, and amended as detailed in explanatory statement, and the consent of



the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted or may hereafter constitute to act as the "Compensation Committee" under the SEBI SBEB Regulations, to exercise its powers including the powers conferred by this Resolution), to create, offer, issue, reissue, grant, transfer and allot options, at any time, to or for the benefit of such person(s) who are permanent employees of the Subsidiary Company(ies) / or Associate Company (ies), present or future, whether working in India or outside India, and/or directors of the Company, whether whole-time or otherwise, and to such other person(s) as may be decided by the Board and/ or permitted under the SEBI SBEB Regulations and other Applicable Laws (other than promoters or persons belonging to the promoter group of the Company, independent directors and directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) selected on the basis of criteria decided by the Board in terms of ESOP 2018 (hereinafter collectively referred to as the "Eligible Employees"), up to 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) stock options exercisable into equity shares of the Company (such stock options, the "Options"), in one or more tranches, not exceeding 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) equity shares of face value of ₹2/- each of the Company, at such price or prices, and on such terms and conditions as may be fixed or determined by the Board in accordance with the ESOP 2018 and in compliance with the SEBI SBEB Regulations and other Applicable Laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares of the Company directly to the Eligible Employees upon exercise of Options from time to time in accordance with the ESOP 2018 and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization of the capital structure of the Company, as applicable from time to time, the number, class and kind of equity shares and/or the number of Options and/or the exercise price under the ESOP 2018 shall be appropriately adjusted by the Board, along with such approvals as may be necessary to preserve the benefits or potential benefits intended to be made available under the ESOP 2018 or with respect to any outstanding Options or otherwise necessary to reflect any such change, in a manner that the Board deems fit and accordingly, if any additional Options are granted by the Company for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the above ceiling of 13,84,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) shall be deemed to be increased to the extent of such additional number of Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be issued and allotted on exercise of Options granted under the ESOP 2018 and the exercise price of Options granted under the ESOP 2018 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹2/- per equity share bears to their revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the Eligible Employees who have been granted Options under the ESOP 2018.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the Board be and is hereby authorized on behalf of the Company, to formulate, evolve, decide upon and implement the ESOP 2018, determine the detailed terms and conditions of the ESOP 2018 including but not limited to the quantum of the Options to be granted per Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees of the Company, at such price, at such time and on such terms and conditions as set out in the ESOP 2018 and as the Board may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be designated as the Compensation Committee in accordance with Regulation 5(1) of the SEBI SBEB Regulations for the purposes of administration of ESOP 2018.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the equity shares allotted under the ESOP 2018 on the stock exchanges where the equity shares of the Company are listed in accordance with the provisions of the SEBI SBEB Regulations, the SEBI Listing Regulations and other Applicable Laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under SEBI SBEB Regulations and any other Applicable Laws to the extent relevant and applicable to the ESOP 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend, withdraw, terminate or revive the ESOP 2018, subject to compliance with Applicable Laws and to do all such acts, deeds, matters and things, as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or



doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension, withdrawal, termination or revival of the ESOP 2018 and to do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations, the SEBI Listing Regulations and any other Applicable Laws in force.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as it may, at its absolute discretion, deems necessary to give effect to this Resolution without being required to seek any further consent or approval of the members, including authorizing or directing the appointment of intermediaries, professionals, experts, independent agencies, any other advisors, consultants or representatives, being incidental to the effective implementation and administration of the ESOP 2018, as also to make applications to the appropriate authorities, parties and institutions for their requisite approvals and all other documents required to be filed in connection with the above, further to settle all such questions, difficulties or doubts whatsoever which may arise, to give such directions and/or instructions as may be necessary or expedient and to delegate all or any of its powers herein conferred to the Nomination and Remuneration Committee and/or any other Committee of directors and/or any director(s) and/or officer(s) of the Company."

#### 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 Annual General Meeting ("AGM"), 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 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 20/2020 dated 5<sup>th</sup> May 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 02/2021 dated 13<sup>th</sup> January 2021, 10/2021 dated 23<sup>rd</sup> June 2021, 19/2021 dated 8<sup>th</sup> December 2021, 20/2021 dated 8<sup>th</sup> December 2021, 21/2021 dated 14<sup>th</sup> December 2021, 2/2022 dated 5<sup>th</sup> May 2022, 3/2022 dated 5<sup>th</sup> May 2022, 10/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and SEBI vide its Circular dated 7<sup>th</sup> October 2023, has allowed the Companies to conduct the AGM through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") until 30<sup>th</sup> September 2024. In accordance with the said Circulars of MCA, SEBI and applicable provisions of the Act and SEBI Listing Regulations, 2015, the 73<sup>rd</sup> AGM 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 AGM through VC / OAVM facility and e-voting during the AGM. 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 AGM 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 AGM 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 AGM.
4. A member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. In terms of the MCA Circulars, as the AGM is to be conducted through VC / OAVM, 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 AGM 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 NOTICE AND ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

In accordance with the above-mentioned Circulars issued by the MCA and SEBI from time to time, copies of the financial statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith), including the Notice of AGM are 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 such statements and the Notice of AGM to any member.



- Members who have not updated their email address with the Company / RTA / DPs 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](mailto:shares@sudarshan.com)

- A copy of the Notice of this AGM along with Annual Report for the FY 2023-24, is available on the website of the Company at [www.sudarshan.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

- Member will be provided with a facility to attend the AGM 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.
- For convenience of the members and proper conduct of AGM, members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC / OAVM will be made available on a first come first serve basis. The facility of participation at the AGM 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 AGM without the said restriction.
- Members who need assistance before or during the AGM with use of technology, can send a request at [evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in).
- Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to [shares@sudarshan.com](mailto:shares@sudarshan.com).
- 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.
- Pursuant to the abovementioned MCA Circulars, physical attendance of the members is not required at the AGM, and therefore members attending the AGM 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:**

- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, 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](mailto:shares@sudarshan.com).

14. Members holding shares as on the cut-off date i.e. Friday, 26<sup>th</sup> July, 2024, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to shares@sudarshan.com during Tuesday, 30<sup>th</sup> July, 2024, 9.00 a.m. (IST) to Thursday, 1<sup>st</sup> August, 2024, 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 AGM.
15. Members can also express their views or post their questions during the AGM 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 AGM.
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 AGM. 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 '129199'.**
18. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the members on Friday, 26<sup>th</sup> July, 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 and joining virtual meeting 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"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e- Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e- Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>





	<ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System My easi Tab and then use your existing my easi username &amp; password.</li> <li>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 the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see the e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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 129199 then user ID is 129199001***

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

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

#### **How to cast your vote electronically and join the General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 AGM ARE AS UNDER:**

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

#### **THE INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM 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 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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> 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 Friday, 26<sup>th</sup> July, 2024 , and who continue to hold the shares as on the date of 73<sup>rd</sup> AGM will be entitled to vote at the AGM.
  - ii. The notice of the 73<sup>rd</sup> AGM is being sent to all members who are holding shares as on Friday, 5<sup>th</sup> July, 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, 26<sup>th</sup> July, 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](http://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, 26<sup>th</sup> July, 2024, may follow steps mentioned in the Notice of the AGM 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, 30<sup>th</sup> July, 2024 and will end at 5.00 p.m. (IST) on Thursday, 1<sup>st</sup> August, 2024.

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 AGM. The e-voting during the AGM is integrated with the VC / OAVM platform and therefore no separate login is required.

Members attending the AGM 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 AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, 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](http://www.sudarshan.com) and on the website of NSDL at [www.nsdl.co.in](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The results will be announced within the time stipulated under the applicable laws.

20. (a) The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, 26<sup>th</sup> July, 2024, i.e. the Record Date will be paid the Final Dividend for the financial year ended 31<sup>st</sup> March 2024, as recommended by the Board, if approved at the AGM.
- (b) Pursuant to Section 125 of the Companies Act, 2013, and Rules made thereunder, as amended, all unclaimed dividends for the Final Dividend relating to FY 2015-16 and Interim Dividend relating to FY 2016-17 have been transferred to the Investor Education and Protection Fund ("IEPF") of the Central Government. Unclaimed dividends for subsequent years will also be transferred to the IEPF if they remain unclaimed for a period of seven consecutive years from the date, they became due for payment. For more information, members are requested to refer to the Shareholders Information section forming part of this Annual Report.
- (c) In terms of the SEBI Listing Regulations, 2015, the Company has opened a demat account by name "Sudarshan Chemical Industries Limited Unclaimed Shares Suspense Account" with IDBI Bank Limited, Tilak Bhavan, 486, Sadashiv Peth, Lal Bahadur Shastri Road, Pune-411030, Maharashtra, India, and has transferred to the said account unclaimed shares on behalf of various shareholders who have not collected their sub-divided and bonus shares till date. In case any member approaches the Company for the collection of his / her unclaimed shares, then in such an event, the Company will approach IDBI Bank Limited, Pune for release of his / her shares subject to completion of necessary documentation.
- (d) It may be in the interest of Members to hold securities in joint names.
- (e) 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 1<sup>st</sup> 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.

- (f) 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/> and RTA's <https://liiplweb.linkintime.co.in/client-downloads.html> > General
- (g) 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.
- (h) 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, 2<sup>nd</sup> 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](mailto:pune@linkintime.co.in) Website: [www.linkintime.co.in](http://www.linkintime.co.in)
- The Company has designated e-mail address - [shares@sudarshan.com](mailto:shares@sudarshan.com) and [grievance.redressal@sudarshan.com](mailto: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.
- (i) Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.
- (j) 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.
- (k) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> 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.
- (l) 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.
- (m) 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 3<sup>rd</sup> November 2021, and clarification Circular dated 14<sup>th</sup> 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.
- (n) 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 AGM form part of the Explanatory Statement annexed hereto.
- (o) During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act,



and relevant documents referred to in this Notice of AGM and Explanatory Statement and the Certificate certifying that the Employee Stock Option Plan of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 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](http://www.sudarshan.com).

#### DIVIDEND RELATED INFORMATION

21. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, 26<sup>th</sup> July, 2024, i.e. the Record Date will be paid the Final Dividend for the financial year ended 31<sup>st</sup> March 2024, as recommended by the Board, if approved at the AGM, within the statutory timelines. Effective 1<sup>st</sup> April, 2024, SEBI has mandated that the Shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Link Intime India Private Limited.

22. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. All changes such as tax residential status, Permanent Account Number (PAN), email id, phone number etc. are to be intimated only to the Depository Participant(s) of the Members.

Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.

23. SEBI, vide its circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 16<sup>th</sup> March, 2023, SEBI Master Circular bearing reference no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 (superseding Master Circular for RTAs dated 17<sup>th</sup> May, 2023) and SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 10<sup>th</sup> June, 2024 and directed as under:

- A) It shall be mandatory for all shareholders holding physical securities in listed companies to furnish PAN, Choice of Nomination, Contact Details (Postal Address with PIN code and Mobile Number), Bank Account Details, and Specimen Signatures.
- B) Any payment including dividend, interest or redemption payment in respect of such folios is permitted only through electronic mode w.e.f. 1<sup>st</sup> April, 2024, and such payment shall be made electronically only upon furnishing of PAN, KYC details by holders of physical securities.

The relevant Forms for registering/changing KYC details and Nomination (Optional) viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 as well as the SEBI circulars are available on our website <https://www.sudarshan.com/> and RTA's <https://liiplweb.linkintime.co.in/client-downloads.html> > General

The shareholders holding shares in physical form are advised to forward requisite forms duly filled, signed and complete along with requisite supporting to our Registrar and Share Transfer Agents, Link Intime India Pvt. Limited either by post or courier at 202, 2<sup>nd</sup> Floor, Akshay Complex, Off Dhole Patil Road, Near Ganesh Temple, Pune 411 001 (+91 20 26160084, email – Pune@linkintime.co.in ) at the earliest.

24. Shareholders may note that the Income Tax Act, 1961, as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1<sup>st</sup> April 2020 shall be taxable in the hands of the Shareholders. The Company shall therefore be required to deduct Tax at Source (TDS) at the time of making the final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961.

- a) **For Resident shareholders**, TDS shall be made under Section 194 of the Income Tax Act, 1961 at 10% on the amount of Dividend declared and paid by the Company during FY 2024-25 provided PAN is registered by the Shareholder. If the shareholders do not have PAN / have not registered their valid PAN to their account, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received by them during FY 2024-25 does not exceed ₹5,000. Please note that this includes the future dividends, if any, which may be declared by the Board in FY 2024-25. Separately, in cases where the

shareholder provides Form 15G (applicable to all individuals) / Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted. TDS will not be deducted if the shareholder is exempted from TDS provisions through any circular(s) or notification(s) and provides an attested copy of the Permanent Account Number (PAN) along with documentary evidence in relation to the same.

In order to provide exemption from withholding of tax, following organizations must provide a self-declaration as listed below:

- i. Insurance companies: Declaration stating the status of as "Insurance Company" and provisions of Section 194 of the Act are not applicable to them along with self-attested copy of registration certificate and PAN card.
- ii. Government Bodies and Specified Corporations established under Central Act / Regulations, whose income is exempt from tax and Mutual Funds: Declaration by Mutual Fund shareholder eligible for exemption u/s 10(23D) of the Income-tax Act, 1961 along with self-attested copy of registration documents and PAN card.
- iii. Alternative Investment Fund (AIF) established in India: Declaration that the shareholder is eligible for exemption under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations, along with copy of self-attested registration documents and PAN card.
- iv. New Pension System Trust: Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
- v. Other shareholders – Declaration along with self-attested copy of documentary evidence supporting the exemption and self-attested copy of PAN card.
- vi. Shareholders who have provided a valid certificate issued u/s. 197 of the Act for lower / nil rate of deduction or an exemption certificate issued by the income tax authorities along with Declaration.
- vii. Please also note that where tax is deductible under the provisions of the Act and the PAN of the shareholder is either not available or PAN available in records of the Company /Registrar and Share Transfer Agent ("RTA") is invalid / inoperative, tax shall be deducted @ 20% as per section 206AA of the Act.
- viii. Also, the shareholders are requested to ensure Aadhar Number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar Number with PAN within the prescribed timelines, PAN shall be considered as inoperative and, in such scenario, tax shall be deducted at higher rate of 20% as prescribed under the Act. The last date to link Aadhar Number with PAN was extended to 31<sup>st</sup> May, 2024. The provisions for a higher tax deduction shall be applicable for the purpose of Section 206AA and 206AB of the Income Tax Act..

All documents submitted by shareholders will be verified and the Company will consider the same while deducting the appropriate taxes in accordance with the provisions of the Income Tax Act, 1961.

- b) **For Non-resident shareholders**, taxes are required to be withheld in accordance with the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In the case of GDRs and FII/FPIs, the withholding tax shall be as per the rates specified in Section 196C and 196D of the Act respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:
  - i. Self-attested copy of PAN card, if any, allotted by the Indian Income Tax Authorities;
  - ii. Copy of Tax Residency Certificate ("TRC") (for the period April 2024 to March 2025) (refer format) obtained from the tax authorities of the country of which the shareholder is resident;
  - iii. Completed and digitally signed Self-declaration in Form 10F in electronic format submitted on Income Tax portal (refer format). Pursuant to Notification No. 03/2022 dated 16<sup>th</sup> July, 2022 of the Central Board of Direct Tax ('CBDT'), it has been mandated for non-resident to issue Form 10F in electronic format (to be obtained through e-filing portal of income tax website) duly verified in manner as prescribed in the said Notification.



- iv. Self-declaration (refer format) by the non-resident shareholder of meeting DTAA eligibility requirement (for the period April 2024 to March 2025) and satisfying beneficial ownership requirement (Non-resident having PE in India would need to comply with provisions of section 206AB of the IT Act).
- v. In the case of Foreign Portfolio Investors, self-attested copy of SEBI registration certificate.
- vi. Self-Declaration by the shareholder regarding the satisfaction of the Place of Effective Management (POEM), principal purpose test, GAAR, Simplified Limitation of Benefit test (wherever applicable), as regards the eligibility to claim recourse to concerned Double Taxation Avoidance Agreements.
- vii. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA) including meeting of all conditions laid down by DTAA.

The above-mentioned formats are available on the website of the Company <https://www.sudarshan.com/notices.php>.

25. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by Non-Resident shareholder. In absence of the same, the Company will not be obligated to apply the beneficial DTAA rate at the time of tax deduction on final dividend.
26. Rate of TDS @10% u/s 194 of the Act is subject to provisions of section 206AB of Income Tax Act, 1961 (effective from 1<sup>st</sup> July 2021) which introduces special provisions for TDS in respect of non-filers of income-tax return. As provided in section 206AB, tax is required to be deducted at the highest of following rates in case of payments to specified persons:
  - at twice the rate specified in the relevant provision of the Act; or
  - at twice the rate or rates in force; or
  - at the rate of 5%.

Where sections 206AA and 206AB are applicable simultaneously i.e. the specified person has not submitted the PAN as well as not filed returns; the tax shall be deducted at the higher of the two rates prescribed in these two sections.

The term 'specified person' is defined in sub section (3) of section 206AB of the Act who satisfies the following conditions:

- A person who has not furnished the income tax return for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted, for which the time limit of filing of return of income under section 139(1) of the Act has expired; and
- The aggregate of TDS and TCS in his case is ₹50,000 or more in the said previous years.

The non-resident who does not have a permanent establishment is excluded from the scope of a specified person.

The Company will check the PAN and Return status on the Bulk compliance functionality provided by the Govt and continue to deduct TDS at the appropriate rates.

#### **FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY**

Shareholders holding ordinary shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under PAN will be considered on their entire holding in different accounts.

In terms of Rule 37BA of Income Tax Rules 1962, if final dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed by the Rules. Accordingly, in order to enable us to determine the appropriate TDS/withholding tax rate applicable, we request you to provide these details and documents as mentioned above on or before Friday, 26<sup>th</sup> July, 2024 . No request in this regard will be accepted by the Company/RTA after the said date.

27. Kindly note that the aforementioned documents are required to be submitted on the RTA's portal at <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or through their web site [www.linkintime.co.in](http://www.linkintime.co.in) > Investor Services > Tax Exemption Registration > select "SUDARSHAN CHEMICAL INDUSTRIES LIMITED" and follow the registration process as guided therein or can be forwarded to [shares@sudarshan.com](mailto:shares@sudarshan.com) on or before Friday, 26<sup>th</sup> July, 2024 in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate. No communication on the tax determination/deduction shall be entertained

post Friday, 26<sup>th</sup> July, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, there would still be an option available with you to file the return of income and claim an appropriate refund, if eligible.

28. We shall arrange to e-mail the soft copy of TDS certificate to you at your registered e-mail ID in accordance with the provisions of the Income Tax Act 1961 after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.
29. The Company vide its earlier separate e-mail communication had informed the Members regarding this change in the Income Tax Act, 1961 as well as the relevant procedure to be adopted by the Members to avail the applicable tax rate.
30. The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ('IEPF') Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. In terms of the said provisions, final dividend amount for the year ended 31<sup>st</sup> March, 2017 and interim dividend amount declared during financial year 2017-18, remaining unpaid/unclaimed for a period of seven consecutive years and corresponding shares related to such dividend, shall become due for transfer in September, 2024 and March, 2025, respectively, to IEPF Fund. Hence, the Company urges all the shareholders to encash/ claim their respective dividend during the prescribed period. A list containing details of shareholders whose dividend and corresponding shares are liable to be transferred to IEPF Fund in September, 2024 and March, 2025, respectively, as explained above, is available/will be made available on the website of the Company. The Member(s) whose dividend/shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.
31. Members are requested to contact Link Intime/Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on the website of the Company at [www.sudarshan.com](http://www.sudarshan.com).

By Order of the Board of Directors

**For SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

**MANDAR VELANKAR**

**GENERAL COUNSEL AND COMPANY SECRETARY**

**MEMBERSHIP NO.: ACS 14469**

Pune, 17<sup>th</sup> May, 2024

Sudarshan Chemical Industries Limited

Registered Office and Global Head Office:

7<sup>th</sup> Floor, Eleven West Panchshil, Survey No. 25

Near PAN Card Club Road, Baner, Pune – 411 069

Maharashtra, India

CIN : L24119PN1951PLC008409

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

Email: [shares@sudarshan.com](mailto: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, and statement of additional information as required under SEBI Listing Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the Ordinary Business / Special Business mentioned in the Notice and should be taken as forming part of the Notice.

#### ITEM NO. 4 OF THE NOTICE:

The Board of Directors at their meeting held on 17<sup>th</sup> May 2024, based on the recommendation of the Audit Committee, appointed Mrs. Ashwini Kedar Joshi (Sole Proprietor), Cost Accountant, Pune (Firm Registration No.: 102387) as Cost Auditor of the Company for auditing the cost records for the FY 2024-25 for its 'Specified Products', at a remuneration of ₹70,000/- (Rupees Seventy Thousand only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses. The proposed remuneration is commensurate with the proportion of turnover of 'Specified Products' to the total turnover of the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, and Rules made thereunder, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

The Board recommends the resolution set out in Item No. 4 of the notice, for the approval of members of the Company. None of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out in Item No. 4 of the Notice.

#### ITEM NO. 5 OF THE NOTICE:

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI Listing Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, considering her skills, experience and knowledge she possessed, the Board of Directors at its meeting held on 17<sup>th</sup> May, 2024, appointed Ms. Bhumika Batra (DIN: 03502004) as an Independent Director for a term of 5 (Five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029. The Company has received a declaration in writing from Ms. Batra that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Ms. Batra fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for her appointment as an Independent Director of the Company. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 5 of the Notice, for the approval of the members.

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of the Director	Ms. Bhumika Batra
DIN	DIN: 03502004
Date of Birth (Age)	11 <sup>th</sup> August, 1981 (42 Years)
Initial date of appointment on the Board	2 <sup>nd</sup> August, 2024
Experience and Expertise and brief resume	Ms. Batra is a law graduate, and a fellow member of The Institute of Company Secretaries of India. She is also a recipient of Executive Program in Management from Cornell University, USA. She is a Partner of Crawford Bayley & Co., one of the oldest law firms in India. She possesses over 20 years of experience in regulatory and legal practice, specializing in corporate law.
No. of Meetings of the Board attended during the year	Not Applicable

List of Directorship as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Sharp India Limited</li> <li>2. NDL Ventures Limited</li> <li>3. Jyothy Labs Limited</li> <li>4. Finolex Industries Limited</li> <li>5. Hinduja Housing Finance Limited</li> <li>6. Axis Securities Limited</li> <li>7. Behr Bircher Cellpack BBC India Private Limited</li> <li>8. Hinduja Global Solutions Limited</li> <li>9. Repro India Limited</li> <li>10. Oerlikon Textile India Private Limited</li> <li>11. Sanghvi Movers Limited</li> </ol>
List of Membership / Chairmanship of Committees in Listed Companies as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Sharp India Limited – Audit Committee (Chairperson), Nomination and Remuneration Committee (Chairperson), Stakeholders' Relationship Committee (Member),</li> <li>2. NDL Ventures Limited – Audit Committee (Member), Nomination and Remuneration Committee (Member), Stakeholders' Relationship Committee (Chairperson), Risk Management Committee (Chairperson)</li> <li>3. Jyothy Labs Limited – Audit Committee (Member), Nomination and Remuneration Committee (Member)</li> <li>4. Finolex Industries Limited – Audit Committee (Member), Nomination and Remuneration Committee (Chairperson), Stakeholders' Relationship Committee (Member), Risk Management Committee (Member), CSR Committee (Member), Share Transfer Committee (Member)</li> <li>5. Hinduja Global Solutions Limited – Audit Committee (Member), Nomination and Remuneration Committee (Member), Stakeholders' Relationship Committee (Chairperson), Risk Management Committee (Chairperson)</li> <li>6. Repro India Limited – Nomination and Remuneration Committee (Chairperson), Stakeholders' Relationship Committee (Chairperson), Risk Management Committee (Member)</li> </ol>
Listed Entities from which person has resigned during past 3 years.	Nil
No. of shares held in the Company including shareholding as a beneficial owner as on 31 <sup>st</sup> March, 2024.	Nil
Disclosure of relationship between Directors and Key Managerial Personnel of the Company.	Ms. Batra is not related to any Director(s) / KMPs of the Company
Terms & Conditions of appointment / re-appointment.	As provided in the Explanatory Statement.
Details of remuneration sought to be paid.	Please refer to the Explanatory Statement.
Details of remuneration last drawn.	Not Applicable

Ms. Bhumika Batra is not debarred or disqualified from being appointed as a Director of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

Except Ms. Bhumika Batra, being appointee, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in the resolution set out at Item No. 5 of the notice.



#### ITEM NO. 6 OF THE NOTICE:

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI Listing Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, considering her skills, experience and knowledge she possessed, the Board of Directors at its meeting held on 17<sup>th</sup> May, 2024, appointed Mrs. Anu Wakhlu (DIN: 00122052) as an Independent Director for a term of 5 (Five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029. The Company has received a declaration in writing from Mrs. Anu Wakhlu that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mrs. Wakhlu fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for her appointment as an Independent Director of the Company. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice, for the approval of the members.

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of the Director	Mrs. Anu Wakhlu
DIN	DIN: 00122052
Date of Birth (Age)	9 <sup>th</sup> November, 1957 (66 Years)
Initial date of appointment on the Board	2 <sup>nd</sup> August, 2024
Experience and Expertise and brief resume	Mrs. Anu Wakhlu is an industry professional in the field of Human Resource Development. She has over 30 years experience in the field of HRD, Leadership Development, Organizational Change and Coaching across various Industry Segments especially in the Manufacturing Sector in India and Globally.
No. of Meetings of the Board attended during the year	Not Applicable
List of Directorship as on 31 <sup>st</sup> March, 2024	1. SKF India Limited 2. Pragati Leadership Institute Private Limited
List of Membership / Chairmanship of Committees in Listed Companies as on 31 <sup>st</sup> March, 2024	1. SKF India Limited – Audit Committee (Chairperson), Nomination and Remuneration Committee (Chairperson), Stakeholders' Relationship Committee (Member), CSR Committee (Member)
Listed Entities from which person has resigned during past 3 years.	-
No. of shares held in the Company including shareholding as a beneficial owner as on 31 <sup>st</sup> March, 2024.	Nil
Disclosure of relationship between Directors and Key Managerial Personnel of the Company.	Mrs. Wakhlu is not related to any Director(s) / KMPs of the Company
Terms & Conditions of appointment / re-appointment.	As provided in the Explanatory Statement.
Details of remuneration sought to be paid.	Please refer to the Explanatory Statement.
Details of remuneration last drawn.	Not Applicable

Mrs. Wakhlu is not debarred or disqualified from being appointed as a Director of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

Except Mrs. Anu Wakhlu, being appointee, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in the resolution set out at Item No. 6 of the notice.

## ITEM NO. 7 OF THE NOTICE:

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI Listing Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, considering her skills, experience and knowledge she possessed, the Board of Directors at its meeting held on 17<sup>th</sup> May, 2024, appointed Mrs. Sudha Navandar (DIN: 02804964) as an Independent Director for a term of 5 (Five) years with effect from 2<sup>nd</sup> August, 2024 to 1<sup>st</sup> August, 2029. The Company has received a declaration in writing from Mrs. Sudha Navandar that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mrs. Navandar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for her appointment as an Independent Director of the Company. The Board also considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 7 of the Notice, for the approval of the members.

Details as required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder:

Name of the Director	Mrs. Sudha Navandar
DIN	DIN: 02804964
Date of Birth (Age)	2 <sup>nd</sup> November, 1966 (57 Years)
Initial date of appointment on the Board	2 <sup>nd</sup> August, 2024
Experience and Expertise and brief resume	Mrs. Navandar is a qualified Chartered Accountant, Certified Public Accountant, USA and an Insolvency Professional with post qualification certification on Information System Audit (DISA). She is a partner in M/s. Pravin R. Navandar & Co., Chartered Accountants.  Mrs. Navandar has an experience over 30 years in handling audit and corporate consultancy. She is also engaged in formulation of Resolution Plans besides handling other matters under Insolvency.
No. of Meetings of the Board attended during the year	Not Applicable
List of Directorship as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Wavin Industries Limited</li> <li>2. Wavin India Pipes and Fittings Manufacturing Private Limited</li> <li>3. Wavin India Holdings Private Limited</li> <li>4. Kolte-Patil Integrated Townships Limited</li> <li>5. Yasho Industries Limited</li> <li>6. Anand Rathi Financial Services Limited</li> <li>7. Anand Rathi Wealth Limited</li> <li>8. Kshtij Capital Advisors Private Limited</li> <li>9. Kolte-Patil Developers Limited</li> <li>10. Tribhovandas Bhimji Zaveri Limited</li> </ol>
List of Membership / Chairmanship of Committees in Listed Companies as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. Yasho Industries Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member)</li> <li>2. Anand Rathi Wealth Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member), Risk Management Committee (Member), CSR Committee (Member)</li> <li>3. Kolte-Patil Developers Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member), Stakeholders' Relationship Committee (Member)</li> </ol>



	4. Tribhovandas Bhimji Zaveri Limited – Audit Committee (Chairperson), Nomination and Remuneration Committee (Chairperson), Stakeholders’ Relationship Committee (Chairperson), Risk Management Committee (Member), CSR Committee (Member)
Listed Entities from which person has resigned during past 3 years.	1. Route Mobile Limited – resigned as an Independent Director effective 8 <sup>th</sup> May, 2024
No. of shares held in the Company including shareholding as a beneficial owner as on 31 <sup>st</sup> March, 2024.	Nil
Disclosure of relationship between Directors and Key Managerial Personnel of the Company.	Mrs. Navandar is not related to any Director(s) / KMPs of the Company
Terms & Conditions of appointment / re-appointment.	As provided in the Explanatory Statement.
Details of remuneration sought to be paid.	Please refer to the Explanatory Statement.
Details of remuneration last drawn.	Not Applicable

Mrs. Navandar is not debarred or disqualified from being appointed as a Director of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

Except Mrs. Sudha Navandar, being appointee, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives, are in any way concerned or interested in the resolution set out at Item No. 7 of the notice.

#### ITEM NO. 8 OF THE NOTICE:

As per Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) which has come into force from 1<sup>st</sup> April, 2019, fees or compensation payable to executive directors who are promoters or members of the promoter group, would require the approval of the Members of the Company by way of a special resolution if the annual remuneration payable to such executive director exceeds ₹5 crore or 2.5% of the net profits of the Company, whichever is higher.

Mr. Rajesh B. Rathi was re-appointed as Managing Director of the Company with effect from 1<sup>st</sup> June, 2023, The Board is authorised to revise his remuneration from time to time subject to statutory ceilings prescribed under the Companies Act, 2013. Under the leadership of Mr. Rajesh B. Rathi, the Company has made remarkable progress in every field and taken long strides to establish itself as one of the top three global pigment manufacturing companies. The Nomination and Remuneration Committee felt that while recommending revision to the remuneration of Mr. Rajesh B. Rathi in limits prescribed by Listing Regulations need to be taken into consideration. Therefore, approval of shareholders by way of an enabling resolution is being sought in case the remuneration payable to Mr. Rajesh B. Rathi for any year exceeds the limits prescribed under the provisions of Regulation 17(6)(e) of the Listing Regulations. It is proposed that the total remuneration would be within the limit prescribed under Section 197 of the Companies Act, 2013.

The Shareholders had granted approval for payment of remuneration for the Financial Year 2022-23 and 2023-24 as minimum remuneration notwithstanding that the remuneration payable exceeds the limits prescribed under The Companies Act, 2013 and SEBI Listing Regulations, 2015.

The remuneration payable to Mr. Rajesh B. Rathi consists of salary, allowances, perquisites, retirement benefits etc. as per the rules of the Company and in accordance with the Remuneration Policy adopted by the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Details of Mr. Rajesh B. Rathi are provided in the Notice pursuant to the provisions of (i) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, New Delhi are provided herein below.

Particulars	Mr. Rajesh B. Rathi
Date of Birth (Age)	13 <sup>th</sup> November, 1968 (55 Years)
Qualification	B.E. Mech. Engg. MIT, Pune B.S.Chem. Engg Ohio University, USA. M.B.A.- Pittsburgh, University – USA



Experience (including expertise in specific functional area) / Brief Resume	29 years. Under the leadership of Mr. Rajesh B. Rathi, the Company has made remarkable progress in every field and taken long strides to establish itself as the largest pigment producer in India. Currently the Company is ranked amongst the top three pigment players globally.
Details of Remuneration	The remuneration payable to Mr. Rajesh B. Rathi consists of salary, allowances, perquisites, retirement benefits etc. as per the rules of the Company and in accordance with the Remuneration Policy adopted by the Company. Approval of the shareholders is requested by way of an enabling resolution in case the revised remuneration exceeds the limits prescribed under the provisions of Regulation 17(6)(e) of the Listing Regulations.
Date of first appointment on the Board	23 <sup>rd</sup> May, 2008
Shareholding in the Company as on 31 <sup>st</sup> March, 2024	4,050,359 (5.85%)
Relationship with other Directors / Key Managerial Personnel	Not Applicable
Number of meetings of the Board attended during the year	8 out of 8
Directorships of other Boards as on 31 <sup>st</sup> March, 2024	<ol style="list-style-type: none"> <li>1. RIECO Industries Limited</li> <li>2. Pigment Manufacturers Association of India</li> <li>3. Marathwada Chemical Industries Private Limited</li> <li>4. Rathi Enterprises Private Limited</li> <li>5. Rabro Speciality Chemicals Private Limited</li> <li>6. Balkrishna Rathi Finance Pvt Ltd</li> <li>7. Sudarshan CSR Foundation</li> <li>8. STRR Consulting LLP</li> <li>9. Sudarshan North America Inc.</li> <li>10. Sudarshan (Shanghai) Trading Company Limited</li> <li>11. Sudarshan Japan Limited</li> <li>12. Sudarshan Mexico S de R.L. de CV</li> <li>13. Sudarshan Europe B.V.</li> </ol>
Membership / Chairmanship of Committees of other Boards till 31 <sup>st</sup> March, 2024	Nil.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Rajesh B. Rathi himself and his relatives, in any way, concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 8 of the Notice.

#### ITEM NOS. 9 AND 10 OF THE NOTICE:

With a view to encourage value creation and value sharing with the employees, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI SBEB Regulations or their delegated authority) implemented the 'Sudarshan Employee Stock Option Plan 2018 ("Plan or ESOP 2018") in accordance with Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. In terms of the disclosure made in the explanatory statement to Item No. 13 of the Annual General Meeting notice dated 27<sup>th</sup> June, 2018 the approval from the members of the Company was obtained for 1,384,545 (Thirteen Lakhs, Eighty-Four Thousand, Five Hundred and Forty Five only) stock options exercisable into equity shares of the Company and Subsidiary Companies thereunder on 9<sup>th</sup> August, 2018.

However, in terms of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014, since, the Company intends to reward, attract, motivate and retain employees and directors of the Company, and its existing or future Subsidiary Company(ies) / or Associate Company (ies), in or outside India, for their high level of individual performance and for their efforts to improve the overall performance of the Company with the objective of achieving sustained growth of the Company and creation of shareholder's value by aligning the interests of the eligible employees/ directors with the long-term interests of the Company, a separate resolution is being passed under Item No. 10 (originally covered under the Item No. 13 of the Annual General Meeting notice dated 27<sup>th</sup> June, 2018).



Further, ESOP 2018 contemplates fresh issue of shares by the Company, therefore, the Plan involves new issue of shares by the company and does not intend secondary acquisition by the trust. Therefore, resolution passed as Item No. 14 of the Annual General Meeting notice dated 27<sup>th</sup> June, 2018 that is, 'Grant of Employee Stock Options to the Employees of Company and that of the Subsidiary company(ies) by way of Secondary Acquisition under Sudarshan Chemical Industries Limited Employee Stock Option Plan 2018' stands rescinded.

Further, ESOP 2018 is being implemented and administered directly by the Company, through the Nomination and Remuneration Committee (designated as the Compensation Committee for the purposes of ESOP 2018) duly constituted by the Board from time to time and not through the trust. Therefore, resolution passed as Item No. 15 and 16 of the Annual General Meeting notice dated 27<sup>th</sup> June, 2018 that is, 'Approval of Trust Route for the implementation of Sudarshan Chemical Industries Limited Employee Stock Option Plan 2018' and 'Provision of Money by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under Sudarshan Chemical Industries Limited Employee Stock Option Plan 2018', respectively, stands rescinded.

Further, NRC at its meeting held on 6<sup>th</sup> April, 2020, had approved the grant of 394,220 Options to the eligible employees pursuant to the Sudarshan Employee Stock Option Plan, 2018. All Options that have lapsed (including those having lapsed by way of forfeiture) due to termination or surrendered by employee(s) were added back to the number of Options that are pending to be granted. The abovementioned Options are yet to be vested.

Keeping in line with the above, ESOP 2018 has been amended and modified by the Company, which is being implemented by the NRC constituted under Section 178 of the Companies Act, 2013, as amended (the "Companies Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and in accordance with the requirements of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (erstwhile SEBI (Share Based Employee Benefits) Regulations, 2014) ("SEBI SBEB Regulations") and other applicable laws. The Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee ("NRC") and subject to approval of members, approved the proposal for ratification and amendment in ESOP 2018.

The salient features of the amended Sudarshan Employee Stock Option Plan 2018 ("Plan or ESOP 2018") are set out below:

**(a) Brief description of the ESOP 2018**

The ESOP 2018 contemplates grant of stock options to the employees / directors of the Company, and its existing or future Subsidiary Company(ies) / or Associate Company (ies) in or outside India, that are eligible under the ESOP 2018 ("Eligible Employees").

After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to equity shares of the Company subject to compliance with the requirements of the ESOP 2018, including payment of exercise price and satisfaction of any tax obligation arising thereon.

**(b) Total number of stock options to be granted**

The total number of options to be granted under the ESOP 2018 shall not exceed 1,384,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only) representing 2% of the paid up capital of the Company. Each option when exercised would be converted into one equity share of ₹2.00/- (Indian Rupees Two) each fully paid-up.

Further, the SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Company shall adjust the number, class and kind of equity shares, the number of stock options and/or the exercise price of the options granted in such a manner that the total value of the options granted under the ESOP 2018 remains the same after any such corporate action. Accordingly, if any additional options are granted by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 1,384,545 (Thirteen Lakhs, Eighty Four Thousand, Five Hundred and Forty Five only), shall be deemed to be increased to the extent of such additional options issued.

Vested options and unvested options that have lapsed due to non-exercise, surrendered and/or cancelled under the ESOP 2018, would be available for being re-granted at a future date in accordance with the provisions of ESOP 2018.

**(c) Implementation and administration of the ESOP 2018**

The existing NRC shall act as Compensation Committee for the administration and implementation of ESOP 2018 in terms of SEBI SBEB Regulations.

All questions of interpretation of the ESOP 2018 or any option under the Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the ESOP 2018 or in any option issued thereunder.

## **(d) Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2018**

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion. For the purpose of ESOP 2018, "Eligible Employee" mean the following employees:

- (a) all permanent employees, present and / or future of Sudarshan Chemical Industries Limited and / or its Subsidiary Company(ies) / or Associate Company (ies), working in or out of India; and
- (b) all Directors, whether whole time or not of Sudarshan Chemical Industries Limited and / or its Subsidiary Company(ies) / or Associate Company (ies), but does not include independent director;

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

## **(e) Requirements of vesting and period of vesting**

Before amendment of ESOP 2018, the Options would vest in accordance with the terms of the each grant, subject to maximum period of 7 years / 8 years.

Under the amended ESOP 2018, the vesting period stands as below:

There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the Board, but not exceeding 8 years.

Options shall vest essentially based on continuation of employment / service with the Company or its Subsidiary Company(ies) / or Associate Company (ies), as applicable, and as per requirement of the SEBI SBEB Regulations. Apart from that the NRC may prescribe achievement of any performance condition(s) or other criteria for vesting.

Provided in case of retirement / early retirement / term coming to an end, all the Unvested Options as on the date of termination of Participant due to retirement / early retirement / term coming to an end shall continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with the company's policies and the applicable law.

In the event of death or permanent disability of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

## **(f) Maximum period within which the options shall be vested**

Before amendment of ESOP 2018, the Options would vest in accordance with the terms of the each grant, subject to maximum period of 7 years / 8 years.

Under the amended ESOP 2018, the vesting period stands as below:

All the options granted on any date shall vest not later than the maximum period of 8 (Eight) years from the date of grant.

## **(g) Exercise price or pricing Formula**

Under the amended ESOP 2018, the exercise price or pricing formula will be as per the following:

The Options granted to the Employees under this Plan shall carry an Exercise Price, which may be such discounted price or the Market Price of the Shares of the Company as may be determined by the Committee, at the time of grant of the Option. However, in any case the Exercise Price shall not be less than the par value of the Shares of the Company.

In case of a fall in market value of Shares between the Offer Date and the date of Exercise, the Committee may re-price the Options that have not been vested while ensuring such re-pricing is not detrimental to the interest of the Grantees.

## **(h) Exercise period and exercise Process**

The Exercise period will commence from the date of vesting and extend up to not later than 5 years from the date of the vesting of the Options or such lesser period as may be decided by the Committee, from time to time.

An Option shall be deemed to be exercised only when the Board receives written or electronic notice of exercise and a confirmation that the Exercise Price (in accordance with the Plan) has been received from the Participant. Further, Equity Shares shall be allotted to the Participant or his Beneficiary, on Exercise of the Options under this Plan only after recovery of tax / any other levy imposed.



The Options shall automatically be cancelled or forfeited at the end of the specified exercise period and the contract shall stand automatically terminated without surviving any right/ liability for any party. The cancelled or forfeited Options can be re-issued by the Company, authority being given to the Managing Director.

**(i) Appraisal process for determining the eligibility of employees for the ESOP 2018**

The options may be granted by the Board / NRC to the Eligible Employees as may be decided by the Board at its own discretion, including, but not limited to the date of joining of the Eligible Employee with the Company or the Subsidiary Company(ies) or Associate Company (ies), grade of the Employee, performance evaluation, current compensation, period of service with the Company or the Subsidiary Company(ies) or Associate Company (ies),criticality or any other criteria.

**(j) Maximum number of options to be issued per employee and in aggregate**

The NRC shall decide the number of options /equity shares that may be granted / issued to any specific employee / director of the Company or its Subsidiary Company(ies) / or Associate Company (ies) under the ESOP 2018, in any financial year and in aggregate, but the same shall not exceed 1% of the issued capital in any one financial year.

**(k) Maximum quantum of benefits to be provided per employee under the ESOP 2018**

The maximum quantum of benefits that will be provided to any eligible employee under ESOP 2018 will be the difference between the market value of Company's shares on the stock exchange(s) as on the date of exercise of Options and the exercise price paid by the employee.

Apart from grant of Options as stated above, no other benefits are contemplated under ESOP 2018.

**(l) Whether the ESOP 2018 is to be implemented and administered directly or through a trust**

The ESOP 2018 shall be implemented and administered directly by the Company, under the superintendence of the NRC.

**(m) Whether the ESOP 2018 involves new issue of equity shares or secondary acquisition of equity shares or both**

The ESOP 2018 contemplates issue of fresh/primary equity shares by the Company.

**(n) Lock-in Period**

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of allotment of such equity shares under the ESOP 2018, unless the Board/ Committee decides otherwise.

**(o) Transferability of Stock Options**

The options granted to an employee shall not be transferable to any person.

The Options cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Participant/ Nominee otherwise than by will or by the laws of descent, to the extent permitted under the Applicable Law, and any purported assignment, alienation, pledge, attachment, sale, transfer, or encumbrance not permitted herein shall be void and unenforceable against the Company.

**(p) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.**

This is currently not contemplated under the present ESOP 2018.

**(q) Maximum percentage of secondary acquisition that can be made by the trust for purposes of the ESOP 2018**

Not applicable

**(r) Accounting and Disclosure Policies**

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

In case, the existing guidance note or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations.

**(s) Method of option valuation**

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

**(t) Variation of terms of Plan**

Subject to compliance with the requirements of the SEBI SBEB Regulations and other applicable laws, the Company may, from time to time, amend or vary the Plan or any terms and conditions in the Plan or alter any options granted in such respects as the NRC may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in general meeting or by postal ballot for effecting such change, if such approval is required under applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Plan to meet any regulatory requirements.

**(u) Declaration**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, if permitted by applicable regulations, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

**(v) Certificate from the Secretarial Auditor**

The Board of Directors shall at each annual general meeting place before the members a certificate from the Secretarial auditor of the Company that the Plan(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

**(w) Terms & conditions for buyback, if any, of specified securities covered under these regulations.**

Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

**(x) Rights of the option holder**

The option holder shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him/her, till equity shares are allotted upon exercise of such option.

Regulation 6(1) of the SEBI SBEB Regulations requires that every employee stock option Plan shall be approved by the members of the Company by passing a special resolution in a general meeting / postal ballot.

Further, as the ESOP 2018 will entail further issue of equity shares, consent of the members is required by way of a special resolution pursuant to Section 62(1)(b) of the Companies Act. Accordingly, the Special Resolution set out at Item Nos. 9 and 10 of this Notice is proposed for approval by the members.

A copy of the amended draft of ESOP 2018 is placed at the website of the Company at [www.sudarshan.com](http://www.sudarshan.com) and the same will be available for inspection as mentioned in notes to the Notice.

The Board, accordingly, recommends passing of the Special Resolutions as set out at Item Nos. 9 and 10 of this Notice, for the approval of the members.

None of the Directors, Promoters, Key Managerial Personnel of the Company or any of their relatives, shall be considered to be concerned or interested, financially or otherwise, in the proposed Special Resolutions at Item Nos. 9 and 10, except to the extent of their respective shareholding, if any, in the Company and number of options which may be granted to them, if any, pursuant to the ESOP 2018.

By Order of the Board of Directors

**For SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

**MANDAR VELANKAR**

**GENERAL COUNSEL AND COMPANY SECRETARY**

**MEMBERSHIP NO.: ACS 14469**

Pune, 17<sup>th</sup> May, 2024

Sudarshan Chemical Industries Limited

Registered Office and Global Head Office:

7<sup>th</sup> Floor, Eleven West Panchshil, Survey No. 25

Near PAN Card Club Road, Baner, Pune – 411 069

Maharashtra, India

CIN : L24119PN1951PLC008409

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

Email: [shares@sudarshan.com](mailto:shares@sudarshan.com)