

**NOTICE**

NOTICE is hereby given that the 45th (Forty Fifth) Annual General Meeting ("AGM") of Sudal Industries Limited to be held on Saturday, December 28, 2024 at 3:00 p.m., at the Registered office situated at A-5, MIDC Ambad Industrial, Mumbai Nashik Highway, Nashik - 422 010 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising of Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow for the year ended as on that date and Notes to Accounts as at that date together with the Reports of the Board of Directors' and Auditors' thereon;
2. To appoint a Director in place of Mr. Sudarshan Chokhani (DIN: 00243355), who retires by rotation, and being eligible, offers himself for re-appointment;

SPECIAL BUSINESS:**3. Ratification of remuneration payable to Cost Auditors:**

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

"**RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and recommendation of the Audit Committee, the payment of remuneration of Rs.1,00,000/- Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals to M/s Hemant Shah & Associates, Cost Accountants (ICWAI FRN.: 000394) who have been re-appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the Financial Year ended March 31, 2025, be and is hereby ratified."

4. Appointment of Ms. Madhuri Gajanan Ahire (DIN: 10338913) as an Independent Director of the Company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Ms. Madhuri Gajanan Ahire (DIN: 10338913), who was appointed as an Additional Director (Independent and Non-executive) of the Company, with effect from November 6, 2023, under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from November 6, 2023 to November 5, 2028 (both days inclusive);

RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. Re-appointment of Mr. Lalit Maharshi (DIN: 08519212) as an Independent Director of the Company for the second consecutive term of five years:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Lalit Maharshi (DIN: 08519212), who was appointed as an Independent Director of the Company for the continuous first term of five years to hold office upto July 24, 2024 and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, being so eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from July 25, 2024 to July 24, 2029 (both days inclusive);

RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

By order of the Board of Directors
For **Sudal Industries Limited**

Sudarshan Chokhani
Managing Director
DIN: 00243355

Place: Mumbai

Date: November 14, 2024