NOTICE

NOTICE is hereby given that the 46th (Forty-Sixth) Annual General Meeting ("AGM") of Sudal Industries Limited will be held on Tuesday, September 30, 2025 at 3:00 p.m. IST, 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, 2025 comprising of Balance Sheet as at March 31, 2025, Statement of Profit and Loss and Cash Flow for the year ended as on that date and Notes to Accounts as at together with the Reports of the Board of Directors' and Auditors' thereon;**

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

   "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, comprising of the Audited Balance Sheet as on March 31, 2025, the Statement of Profit and Loss, and the Cash Flow Statement for the financial year from April 1, 2024 to March 31, 2025, including the Schedules and Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon, be and are hereby received and adopted."

2. **To appoint a Director in place of Mr. Shyantanu S. Chokhani (DIN: 02444142), who retires by rotation, and being eligible, offers himself for re-appointment.**

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

   "RESOLVED THAT Mr. Shyantanu S. Chokhani (DIN: 02444142), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company."

SPECIAL BUSINESS:

3. **To ratify the payment of remuneration to the Cost Auditors, M/s Hemant Shah & Associates, Cost Accountants (ICWAI Firm Registration No.: 000394), for the financial year ending March 31, 2026.**

   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 of the Board, the payment of remuneration of ₹ 100,000/- (Rupees One Lakh Only) plus applicable taxes and reimbursement of out of pocket expenses at actuals to M/s Hemant Shah & Associates, Cost Accountants (ICWAI Firm Registration No.: 000394) who have been reappointed 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, 2026 be and is hereby ratified."

4. **Appointment of Mr. Ranjeetkumar Parmanand Sharma (DIN: 00033074) as an Independent Director of the Company;**

   To consider and if thought 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. Ranjeetkumar Parmanand Sharma (DIN No: 00033074), who was appointed as Additional Independent Director pursuant to the provision of Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from February 10, 2025 to February 09, 2030 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013."

5. **Re-Appointment of Mr. Mukesh Ashar (DIN: 06929024) as Whole-Time Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Mukesh Ashar, (DIN: 06929024) as Whole-Time Director of the Company, for a period of 3 (Three) years, with effect from December 08, 2025 to December 07, 2028 as Whole -Time Director of the Company, who shall be liable to retire by rotation, on such terms and conditions, including remuneration to be set out in the Explanatory Statement annexed to the Notice of the 46th (Forty Sixth) Annual General Meeting of the Company.

RESOLVED FURTHER THAT consent of the Members be and is hereby granted to the Whole-Time Director to continue to occupy the office of the Whole-Time Director attaining the age of 70 years.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the tenure of Mr. Mukesh Ashar, Whole-Time Director of the Company, he shall be paid such remunerations, at the same substantive level as specified in explanatory statement."

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

Sudarshan Chokhani
Managing Director
DIN: 00243355

Place: Mumbai
Date: August 22, 2025