



SUDARSHAN PHARMA INDUSTRIES LTD

Head Office : 301, Aura Biplex, Premium Retail, Premises, 7, S.V. Road, Borivali (West), Mumbai - 400092.

E-mail : compliance@sudarshanpharma.com, **Website :** www.sudarshanpharma.com

Board Line : +91-22-42221111/42221116 (100 line) **CIN :** L51496MH2008PLC184997

SPIL/CS/SE/2024-2025/27

Date: 05/09/2024

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

BSE Scrip Code: 543828
BSE Trading Symbol: SUDARSHAN
ISIN: INE00TV01015

Sub: Notice of Extraordinary General Meeting

Dear Sir / Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Extraordinary General Meeting ('EGM') to be held on Monday, 30th September 2024 at 5.00 p.m. IST through Video Conferencing or Other Audio Visual Means.

Pursuant to General Circular no. 14/2020 dated April 8, 2020, General Circular no. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 03/2022 dated May 5, 2022 & General Circular no.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India, Notice of EGM is being sent electronically to all the members of the Company whose email addresses are registered with the Company / Depository Participants).

The Notice of EGM is being uploaded on the website of the Company at www.sudarshanpharma.com.

Kindly take the same on record.

Yours truly,

Kindly take it on your records.

For, **Sudarshan Pharma Industries Limited**


Hemal Mehta
Chairman & Managing Director

Encl: As above

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NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting ("the EGM") of the Members of Sudarshan Pharma Industries Limited ("the Company") will be held on Monday, September 30, 2024, at 5:00 PM IST through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") (hereinafter referred to as "Electronic Mode") to transact the following business:

SPECIAL BUSINESS:

1. **ISSUE OF 9,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER CATEGORY:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("**SEBI SAST Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**SEBI Listing Regulations**") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("**MCA**") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**") where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and / or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and / or sanction(s) and which may be agreed to by the Board of Directors of the Company ("the **Board**") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 9,00,000 (Nine Lakhs) Warrants ("**Warrants**") each Warrant convertible into 1 (one) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each on a preferential basis, for cash, at an issue price of Rs.169.83/- (Rupees One Hundred Sixty Nine and Eighty Three Paise Only) including premium of Rs.159.83/- (Rupees One Hundred Fifty Nine and Eighty Three Paise Only) each per Warrant at the price determined by the Board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations ('**Warrant Issue Price**') aggregating to an amount Rs.15,28,47,000/- (Rupees Fifteen Crores Twenty Eight

For Sudarshan Pharma Industries Limited

Director



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Lakhs Forty Seven Thousand Only) to the following promoter individuals (hereinafter referred to as the “**Proposed Allottees of Warrants**”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of the Company (“**Equity Shares**”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Proposed Allottees of Share Warrants	Category (Promoter and Non-Promoter)	No. of Shares Warrants proposed to be issued (up to)	Outcome of the subscription / Investment amount (INR) (approx/ maximum.)
1	Mr. Hemal Vasantrai Mehta	Promoter	450,000	Rs.7,64,23,500/-
2	Mr. Sachin Vasantrai Mehta	Promoter	450,000	Rs.7,64,23,500/-

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of SEBI ICDR Regulations including Regulation 161, the “**Relevant Date**” for determining the Floor Price of Warrants shall be 31st day of August, 2024, being the date 30 days prior to the date of the EGM of the shareholders of the Company scheduled to be held on 30th day of September, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs.10/- (Rupees Ten Only) each to the Warrant Holders;
- b. An amount equal to 25% (Twenty-Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares but within 18 months from the date of EGM;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

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- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing Equity Shares of the Company;
- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked in as prescribed under Chapter V of the SEBI ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants / Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- k. In the event that a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the SEBI Listing Regulations;

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the members of the Company be and is hereby accorded to record the name and address of the proposed allottees



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and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted up to exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates / clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and / or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors or the Company Secretary of the Company be furnished wherever required for the purpose of giving effect to this resolution and/or for any ancillary/incidental



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activity connected with purpose of this resolution and/or otherwise mentioned and/or required to be provided.”

2. TO APPROVE AMENDMENT IN EMPLOYEE STOCK OPTION SCHEME

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(l)(b) of the Companies Act, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended, and all other applicable provisions of the Companies Act, including any statutory modification or re-enactment thereof, for the time being in force and subject to the SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 as amended, (“SEBI Employee Benefits Regulations”) for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable and subject to approvals from stock exchange and any other regulator and/or sub-regulator as may be applicable and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company, the consent of the shareholders of the Company be and is hereby accorded for approval for increasing of ESOP from 15,00,000 Equity Shares of Rs.10/- each to 20,00,000 Equity Share of Rs.10/- each and consider amendment in the ESOP Scheme and to update SPIL Employee Stock Option Scheme of the Company – 2023 (“ESOP Scheme”).

RESOLVED FURTHER THAT Managing Director and/or Joint Managing Director and/or Company Secretary and/or Compliance Officer of the company be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary and make such filings / application with the regulatory authorities, including the Registrar of Companies, Maharashtra at Mumbai and BSE Limited, to effectively implement this resolution.

RESOLVED FURTHER THAT, a copy of the aforesaid resolution certified to be true by anyone of the Directors or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

By order of Board of Directors

For **Sudarshan Pharma Industries Limited**

Hemal Mehta
Chairman & Managing Director
DIN: 02211121

Place: Mumbai
Date: 26th August 2024



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2024.

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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on</p>



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	<p>login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



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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 101456 then user ID is 101456001***

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’?



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- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join 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 casting 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.



SUDARSHAN PHARMA INDUSTRIES LTD

Head Office : 301, Aura Biplax, Premium Retail, Premises, 7, S.V. Road, Borivali (West), Mumbai - 400092.

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Board Line : +91-22-42221111/42221116 (100 line) CIN : L51496MH2008PLC184997

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 vishal_manseta@rediffmail.com with a copy marked to evoting@nsdl.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 at evoting@nsdl.com

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 compliance@sudarshanpharma.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 compliance@sudarshanpharma.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

Regd. Off.: 301, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400092



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

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

1. Member will be provided with a facility to attend the EGM 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 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 compliance@sudarshanpharma.com. The same will be replied by the company suitably.
6. Speaker Registration: The members who wish to speak during this EGM may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be open from Friday, 27th September, 2024 (from 09:00 hrs IST) to Sunday, 29th September, 2024 (till 16:00 hrs IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at this EGM, only to those members who have registered themselves, depending on the availability of time for the EGM.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

1. ISSUE OF 9,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY:

The Board of Directors of the Company in its meeting held on 4th July, 2024, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of Warrants up to 9,00,000 (Nine Lakhs) (“Warrants”) convertible into equivalent number of Equity Shares of a face value of Rs.10/- (Rupees Ten Only) each of the Company at a price of Rs.169.83/- (Rupees One Hundred Sixty Nine and Eighty Three Paise Only) including premium of Rs.159.83/- (Rupees One Hundred Fifty Nine and Eighty Three Paise Only) each per Warrant (‘Warrant Issue Price’) at the price as determined by the Board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating to an amount not exceeding Rs.15,28,47,000 (Rupees Fifteen Crores Twenty Eight Lakhs Forty Seven Thousand Only) to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations are as under:

1. The objects of the preferential issue:

The Company proposes to deploy the proceeds of the proposed Preferential Issue of share warrants and equity shares in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

Sr. no.	Particulars	Total estimated amount to be utilized. (Amount in INR) *	Tentative timeline for utilization of issue proceeds for each of the object
1	Working Capital Requirement	15,28,47,000	June 30, 2026
	Total	15,28,47,000	June 30, 2026

*Contingent upon full subscription of offer and considering 100% conversion of Warrants into Equity Shares within the stipulated time.

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity / debt contributions to its subsidiaries, joint ventures or associates all in accordance with the applicable legal and regulatory frameworks all aimed at fulfilling the objectives outlined in the above-mentioned table within the designated fund allocation thresholds.



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The objects clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 dated December 13, 2022.

The Company will disclose the utilization of the Net Proceeds under a separate head in the Company's Financial Statements along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the Financial Statements of the Company for the relevant Financial Years. The Company shall be entitled to invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Particulars of the offer including the maximum number of specified securities to be issued.

Preferential issue of 9,00,000 (Nine Lakhs) Fully Convertible Warrants of face value of Rs.10/- each at an issue price not exceeding Rs.169.83/- (Rupees One Hundred Sixty Nine and Eighty Three Paise Only) including premium of Rs.159.83/- (Rupees One Hundred Fifty Nine and Eighty Three Paise Only) each per Warrant aggregating to an amount not exceeding Rs.15,28,47,000 (Rupees Fifteen Crores Twenty Eight Lakhs Forty Seven Thousand Only) in terms of Chapter V of SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013.

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of SEBI ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be 31st day of August, 2024, being the date 30 days prior to the date of the EGM of the Company scheduled to be held on 30th day of September, 2024.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on BSE Ltd ("BSE"). Further, the Articles of Association of the Company don't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs.169.83/- (Rupees One Hundred Sixty-Nine and Eighty-Three Paise only) per Warrant, being higher of the following:



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- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs.106.59 (Rupees One Hundred Six and Fifty Nine paisa only); or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date i.e. Rs.169.83/- (Rupees One Hundred Sixty Nine and Eighty Three Paise only).

Further a certificate has been obtained from M/s. Vishal N. Manseta, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulations.

Further, this preferential issue will not result in a change in control or allotment of more than 5 (five) per cent of the post-issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from a registered valuer.

5. Amount which the Company intends to raise by way of such securities.

The Company intends to raise an amount not exceeding Rs.15,28,47,000/- (Rupees Fifteen Crores Twenty Eight Lakhs Forty Seven Thousand Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

The proposed allottees are Promoter individuals of the Company i.e. Mr. Hemal V Mehta and Mr. Sachin V. Mehta.

Apart from the Proposed Allottees, none of the members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The Warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon.



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The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

8. Name of the proposed allottees of share warrants along with their PAN Number, class and percentage of post Preferential Issue capital that may be held by them:

Sr. no.	Name of the Proposed Allottees of Share Warrants	PAN card of allottees	Class (Promoter /Non-Promoter)	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (No.)	Post-Issue Shareholding after Conversion of Warrants	
				No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	Mr. Hemal V Mehta	ADRPM4657P	Promoter	64,02,102	26.60	4,50,000	68,52,102	27.44
2.	Mr. Sachin V Mehta	AICPM1154H	Promoter	66,20,547	27.51	4,50,000	70,70,547	28.32

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an Annexure I forming part of this Notice.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Names of the proposed allottee(s) of Share warrants	Names of ultimate beneficial owners of proposed allottee(s) Share Warrants	PAN Card of ultimate beneficial owners
1	Mr. Hemal V Mehta	Mr. Hemal V Mehta	ADRPM4657P
2	Mr. Sachin V Mehta	Mr. Sachin V Mehta	AICPM1154H

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year FY 2024-25.



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13. Undertaking as to Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

14. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company nor its promoters nor the Directors of the Company have been identified as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottees of Warrant post the preferential issue:

Sr. No.	Name of the Proposed Allottees of Warrants	Current Status of the Proposed Allottee of Warrants	Proposed Status of the Proposed Allottees of Warrants post the preferential issue
1	Mr. Hemal V Mehta	Promoter	Promoter
2	Mr. Sachin V Mehta	Promoter	Promoter

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

17. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from Vishal N. Manseta, Practicing Company Secretary, having his office at Ofc No. 12, 1st Floor, B Wing, Smital Avenue, Hatkesh Udyog Nagar Road, Miraroad East,



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Thane – 401 107 certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be available for inspection to the Members at the EGM and is made available on the website of the Company at <https://www.sudarshanpharma.com/>

19. Undertaking:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.
- c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- b. Neither the Company nor its directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- c. The proposed allottee of Warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any Warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the BSE Limited where the equity shares of the Company are listed.
- f. The issue of Equity Shares after conversion shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued after the conversion of Warrants shall be pari passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item no. 01 of this Notice.



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The Board of Directors believes that the proposed issue is in the best interest of the Company and its members and therefore recommends the Special Resolution as set out in the Item no. 01 in the accompanying notice for approval by the Members.

Mr. Hemal Mehta, Chairman & Managing Director and Mr. Sachin Mehta, Joint Managing Director & Chief Financial Officer and their relatives may be deemed to be interested in the resolution to the extent of their shareholding in the Company.

None of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

2. TO APPROVE AMENDMENT IN EMPLOYEE STOCK OPTION SCHEME

The amendment in the scheme will become effective after the approval of the members of the Company. The scheme is with the purpose to incentivize the employees to perform and make a long-term relationship with company, benefiting both the organization and the employee in personal growth.

At the Extraordinary General Meeting of the Company held on 5th February, 2024, the shareholders had approved to issue and offer upto a maximum of 15,00,000 equity shares of Rs.10/- each under ESOP Scheme to the employees of the Company and amendment in the ESOP Scheme and to update the existing SPIL Employee Stock Option Scheme– 2023 (“**ESOP Scheme**”) of the Company. Subject to the approval of the members, the management has proposed to amend / increase the total number of shares to be issued and offered through ESOP from 15,00,000 Equity Shares of Rs.10 each to 20,00,000 Equity Shares of Rs.10 each and same has to be updated in ESOP Scheme.

The employees will be identified on the basis of their performance and/or longevity in the Company. Vesting and period of vesting will be as per SEBI (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 Regulations, 2014, as amended, (“SEBI Employee Benefits Regulations”) applicable from time to time. As of now minimum, the vesting period is one year and maximum period of 3 years or as may be decided by the Board in future as per prevailing SEBI Employee Benefits Regulations.

Exercise price will be linked to the market price of the shares to achieve transparency and identical process throughout the scheme. Exercise period and the vesting period shall be period as per mentioned in the ESOP Scheme.

The appraisal process will be as determined by the policy of the Company and as per the recommendation of Nomination & Remuneration Committee.

A copy of the draft ESOP scheme will be available for inspection are available for inspection through online mode. Members can request the same by sending an email at compliance.spil@gmail.com



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Accordingly, the approval of the members of the Company is hereby sought by way of Special Resolution for increasing the number of shares to be issued and offered through ESOP from 15,00,000 to 20,00,000 and amendments to the existing ESOP Scheme of the Company and to authorize the Board of Directors of the Company do all such acts, deeds, matters and things to implement this resolution.

The Board of Directors believes that the proposed resolution in item no. 2 is in the best interest of the Company and therefore recommends the Special Resolution as set out in the Item no. 2 in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

By order of Board of Directors
For **Sudarshan Pharma Industries Limited**

Hemal Mehta
Chairman & Managing Director
DIN: 02211121

Place: Mumbai
Date: 26th August 2024





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Annexure I

Shareholding Pattern

Sr. no.	Category	Pre-Issue Shareholding (as on August 30, 2024)		*Shareholding Post Preferential Issue (Conversion of warrants and issue of equity shares)	
		No. of Equity Shares held	% to total share capital	No. of Equity Shares held	% to total share capital
A	Promoter Holding				
	Promoter and Promoter Group Holding				
1	Indian				
	Individuals / HUF	13811358	57.39	14711358	58.93
	Body Corporates	-	-	-	-
2	Foreign				
	Individuals / HUF	-	-	-	-
	Body Corporates	-	-	-	-
	TOTAL (A1 + A2)	13811358	57.39	14711358	58.93
B	Non-Promoter Holding				
1	Institutional Investors				
	Institutional Investors (Domestic)				
	Mutual Funds	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Provident Funds / Pension Funds	-	-	-	-
	Asset Reconstruction Companies	-	-	-	-
	Sovereign Wealth Funds	-	-	-	-
	NBFC registered with RBI	-	-	-	-
	Other Financial Institutions	-	-	-	-
	Any Others	-	-	-	-
	TOTAL (B1)	-	-	-	-
2	Institutions (Foreign)				



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	Foreign Direct Investment				
	Foreign Venture Capital	-	-	-	-
	Sovereign Wealth Funds	-	-	-	-
	Foreign Portfolio Investors Category I	3068800	12.75	3068800	12.29
	Foreign Portfolio Investors Category II	283200	1.18	283200	1.13
	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
	Any Other	-	-	-	-
	TOTAL (B2)	3352000	13.93	3352000	13.42
3	Non-Institutions				
	Individuals / HUFs				
	Directors and KMPs				
	NRIs	225600	0.94	225600	0.90
	Foreign Nationals				
	Bodies Corporate	826720	3.44	826720	3.31
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1898565	7.89	1898565	7.60
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	3708962	15.41	3708962	14.86
	Trusts				
	Any other	242682	1.00	242682	0.97
	TOTAL (B3)	6902529	28.68	6902529	27.64
	GRAND TOTAL (A+B1+B2)	24065887	100	24965887	100

*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares. However, if any equity shares or warrants remain unsubscribed or unexercised, the figures will be adjusted accordingly.



SUDARSHAN PHARMA INDUSTRIES LTD

Head Office : 301, Aura Biplax, Premium Retail, Premises, 7, S.V. Road, Borivali (West), Mumbai - 400092.
E-mail : compliance@sudarshanpharma.com, Website : www.sudarshanpharma.com
Board Line : +91-22-42221111 / 42221116 (100 line) CIN : L151496MH2008PLC184997

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting ("the EGM") of the Members of Sudarshan Pharma Industries Limited ("the Company") will be held on Monday, September 30, 2024, at 5:00 PM IST through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") (hereinafter referred to as "Electronic Mode") to transact the following business:

SPECIAL BUSINESS:

1. **ISSUE OF 9,00,000 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE PROMOTER CATEGORY:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2018 as amended ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("**SEBI SAST Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**SEBI Listing Regulations**") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs ("**MCA**") or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**") where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and / or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and / or sanction(s) and which may be agreed to by the Board of Directors of the Company ("the **Board**") (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, up to 9,00,000 (Nine Lakhs) Warrants ("**Warrants**") each Warrant convertible into 1 (one) Equity Share of the face value of Rs.10/- (Rupees Ten Only) each on a preferential basis, for cash, at an issue price of Rs.169.83/- (Rupees One Hundred Sixty Nine and Eighty Three Paise Only) including premium of Rs.159.83/- (Rupees One Hundred Fifty Nine and Eighty Three Paise Only) each per Warrant at the price determined by the Board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations ('**Warrant Issue Price**') aggregating to an amount Rs.15,28,47,000/- (Rupees Fifteen Crores Twenty Eight

For Sudarshan Pharma Industries Limited

Director