



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 : L51496MH2008PLC184997

SPIL/CS/SE/2024-2025/04

Date: 10.01.2024

To,
Sr. General Manager
Listing Operation
BSE Limited,
P.J. Towers Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 543828

BSE Trading Symbol: SUDARSHAN

ISIN: INE00TV01015

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Extra-Ordinary General Meeting of the Members.

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Monday, 5th February, 2024 at 04.00 p.m. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Friday, 2nd February, 2024 at 9:00 a.m. and will end on Sunday, 04th February, 2024 at 5:00 p.m. The copy of the said EGM Notice is also uploaded on the website of the Company i.e. <https://www.sudarshanpharma.com/shareholders-meeting/>

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged NSDL for providing facility for voting through remote e-Voting, for participation in the EGM and Voting during the EGM

The submission is being made in reference to compliance with Reg. 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Kindly take it on your records.

Thanks & Regards,
For **Sudarshan Pharma Industries Limited**,

Mr. Hemal Mehta
Chairman & Managing Director

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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Sudarshan Pharma Industries Limited ("the Company") will be held on Monday 05th February at 4.00 p.m. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), to transact the following business as:

Special Business:

1. **Regularization of Mr. Anil Balkrishna Ghogare (DIN: 00432659) as a Director in the category of Non-Executive Director.**

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

"RESOLVED THAT Mr. Anil Balkrishna Ghogare (DIN: 00432659) was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from November 10, 2023, in terms of Section 161 of the Companies Act, 2013. As per the provisions of regulation 17A of SEBI (LODR) Regulations, 2015, any person appointed by the board as director shall be regularized within 3 months of the appointment by the shareholders of the company. Mr. Anil Ghogare (DIN: 00432659) be and is hereby appointed as director with the consent of the members present."

"RESOLVED FURTHER THAT any Director of the Company and the Company Secretary of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies (RoC), Mumbai, Maharashtra and to sign and submit certified true copy of this resolution wherever required."

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 Regulations, 2014, as amended, ("SEBI 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 of ESOP for 15,00,000 Equity Shares of Rs. 10/- each and consider amendment in the ESOP Scheme and to updated 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

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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 the Whole Time Director and Managing Director, the Company Secretary or Assistant Company Secretary are authorised to certify the true copy of the aforesaid resolutions.”

3. To Review & Approve Related Party Transactions.

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

It is hereby proposed to approve the related party transactions on the line of approval received from the Audit Committee meeting held on December 12, 2023 at 12.30 PM

The Board adopted the same and the following resolution was passed with or without modifications:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014, the Equity Listing Regulation entered into with the Stock Exchange, Regulation 23 of the Equity Listing Regulation SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, as recommended and approved by the audit committee consent of the Members of the Company be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) to be entered into by the Company with effect from date of passing this resolution at ensuing Annual General Meeting and / or Extra Ordinary General Meeting (whichever is earlier) and every year thereafter, up to the maximum per annum amounts as appended in table below:

SR No.	Name of Parties	Relation	Nature of Transactions	Estimated Amount (Rs. In Crores)
1.	Ratna Lifesciences Private Limited	Subsidiary	a) Sale, purchase, consignment sale, or any other type of sale purchase of goods and materials used in ordinary course of business by the company. (here sale purchase means sale to/and purchase from this particular subsidiary)- Within the limits prescribed in Companies act 2013 from time to time.	300
			b) Sale, purchase, consignment sale, or any other type of sale purchase of Fixed Assets	300
			c) availing or rendering any kind of services including	100

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			but not limited to outsourcing and/or Job work (here availing and rendering means availing from and rendering to this particular subsidiary	
			d) loan and/or advances given to and/or taken from this particular subsidiary and interest there on from time to time, whether payable and/or receivable	100
			e) reimbursement of expenses whether incurred by subsidiary and/or incurred on behalf of subsidiary and payment or receipt for the same as the case may be.	50
			f) rent for current and future office and/or any other present and future movable and/or immovable property(ies) for the business purpose whether given on rent and/or taken on rent.	50
2.	Lifescience Chemical Private Limited	Subsidiary	a) Sale, purchase, consignment sale, or any other type of sale purchase of goods and materials used in ordinary course of business by the company. (here sale purchase means sale to/and purchase from this particular subsidiary)	300
			b) Sale, purchase, consignment sale, or any other type of sale purchase of Fixed Assets	300
			c) availing or rendering any kind of services including but not limited to outsourcing and/or Job work (here availing and rendering means availing from and rendering to this	100

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			particular subsidiary	
			d) loan and/or advances given to and/or taken from this particular subsidiary and interest there on from time to time, whether payable and/or receivable	100
			e) reimbursement of expenses whether incurred by subsidiary and/or incurred on behalf of subsidiary and payment or receipt for the same as the case may be	50
			f) rent for current and future office and/or any other present and future movable and/or immovable property(ies) for the business purpose whether given on rent and/or taken on rent.	50
3.	Sanjay Malgundkar	Director of the Subsidiary Company	a) reimbursement of expenses whether incurred by subsidiary and/or incurred on behalf of subsidiary and payment or receipt for the same as the case may be.	5
			b) rent for current and future office and/or any other present and future movable and/or immovable property(ies) for the business purpose whether given on rent and/or taken on rent	10
			c) Remuneration payable to the director by whatever name called and includes perquisites and allowance but does not include reimbursement of expenses paid to the director and other official expenses including but not limited to traveling and	Within the limits as prescribed in the Schedule V in the Companies Act,2013 and the amendments thereto.

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			other expenses incurred on behalf of the company.	
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'RESOLVED FURTHER THAT Managing Director and / or Joint Managing Director and / or Company Secretary and Compliance Officer of the Company are authorized to do all such act including but not limited to sign and execute all such forms and documents and to file all such requisite forms as may be applicable and to sign and submit certified true copy of this resolution wherever required."

'RESOLVED FURTHER THAT a copy of this resolution certified to be true by any of the directors of the Company and be furnished to any regulatory authority as may be required with request to act thereon"

**By Order of the Board of Directors
Sudarshan Pharma Industries Limited**

Date: 10st November, 2023

Place: Mumbai

**Mr. Hemal Mehta
Managing Director**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 1 to 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Extra-Ordinary General Meeting ("EGM") are also annexed. Also, additional information as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

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3. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.sudarshanpharma.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 05th May, 2020 and MCA Circular No. 2/2021 dated 13th January, 2021.

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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 February 02nd, 2024 at 9:00 A.M. and ends on February 04th 2024 at 5:00 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. 30th January, 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 30th January, 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 09th 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 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.jspVisit 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

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	<p>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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">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.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.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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	<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](http://www.cdslindia.com).

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.co.in 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 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.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 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.

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SUDARSHAN PHARMA INDUSTRIES LTD

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

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 vishalmanseta@rediffmail.com with a copy marked to evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to (Name of NSDL Official) 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 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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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 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/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.

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

- i. 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.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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.
- v. 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.
- vi. Registration of Speaker related point needs to be added by company.

By Order of the Board of Directors
Sudarshan Pharma Industries Limited

Date: 10th November, 2024

Place: Mumbai

Hemal Mehta
Managing Director

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Explanatory Statement under Section 102 of the Companies Act, 2013:

Item No 1:

Regularization of Mr. Anil Balkrishna Ghogare (DIN: 00432659) as a Director in the category of Non-Executive Director.

The Board of Directors of the Company in their Meeting held on November 10, 2023, had appointed **Mr. Anil Balkrishna Ghogare (DIN: 00432659)**, as an Additional Director in the category of Non-Executive Director of the Company pursuant to section 161 of the Companies Act, 2013. As per regulation 17A of SEBI (LODR) Regulations, any person appointed as director by the board shall be regularized by the members.

The Board considers that their association would be of immense benefit of the Company and it is advantageous to have them on Board. Accordingly, the Board recommends the resolution for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives other than **Mr. Anil Balkrishna Ghogare (DIN: 00432659)**, are concerned or interested financially or otherwise in the proposed resolution.

None of the Directors except Mr. Hemal Mehta and Mr. Sachin Mehta are concerned or interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

Item No 2:

Approval of Employee Stock Option Scheme.

The scheme will become effective after approval of members and this is the first scheme of ESOP. 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.

The total number of shares offered in ESOP are 15,00,000 shares of ₹ 10 each which is subject to approval by members. 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 Regulations applicable from time to time as of now minimum 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 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 and remuneration committee.

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The scheme will be available for inspection during the Annual General Meeting. None of the directors are interested in the ESOP scheme.

Item No 3:

Sudarshan pharma has associates in form of companies/partnership firms and LLPs including individuals who related to each other and directors of the company. Considering the segment company is functioning into and its growth over the years it is an essential requirement to either outsource or to enter into any such arrangements with different entities where in if expertise lies with the related party(ies) of the company it is necessary to execute various contracts for the business purpose.

The management of your company believes in transparency and fair business conduct model all the transactions are entered at market value and at arm's length so as to avoid any conflict of interest in present and/or in future.

The provisions of the Companies act, 2013 including rules and regulations made thereunder and SEBI (LLODR) Regulations, 2015 it is mandatory to take approval of members via special resolution in case the related party transactions are expected to grow beyond pecuniary or otherwise threshold limits as specified from time to time.

The details of the transactions proposed to ne entered is presented in the notice with resolution in tabular format.

None of the Directors except Mr. Hemal Mehta and Mr. Sachin Mehta are concerned or interested in the resolution.

None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**By Order of the Board of Directors
Sudarshan Pharma Industries Limited**

Date: 10th November, 2023

Place: Mumbai

Mr. Hemal Mehta

Managing Director