



September 05, 2024

**To,
The Manager (Listing Department)
BSE Limited,
1st Floor, New Trading Ring,
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001.**

**Sub: Notice of 02nd Annual General Meeting
Ref: BSE Scrip Code: 543924**

Dear Sir/ Madam,

In terms of requirements of Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, please find enclosed herewith Notice of 02nd Annual General Meeting of the Company for the financial year 2023-2024. The Company has sent the same through electronic mode to the members who have registered their E-Mail IDs with the Company's RTA/Depository Participants.

Kindly take the same on your record.

**Thanking you,
For SONALIS CONSUMER PRODUCTS LIMITED**

**Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461**



NOTICE

NOTICE is hereby given that the **02nd Annual General Meeting** of the members of **SONALIS CONSUMER PRODUCTS LIMITED** will be held on **Friday, 27th September, 2024 at 10:00 p.m. IST** at Maharaja Hotel, Kohinoor Complex, Western Express Hwy, Opposite Rawalpada, Yadav Nagar, Dahisar East, Mumbai - 400068, Maharashtra to transact the following business:

ORDINARY BUSINESS:

- 1. To Consider and adopt the financial Statement of the Company for the financial year ended March 31, 2024 and reports of Board of Directors and Auditor thereon.**

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

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To appoint Mrs. Sonali Nilesh Kocharekar (DIN: 09536461), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.**

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sonali Nilesh Kocharekar (DIN: 09536461), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

- 3. Re-appointment of M/s. SSRV & Associates, Chartered Accountants of the Company.**

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), M/s. SSRV & Associates, Chartered Accountants be and is hereby reappointed as the Statutory Auditors of the Company for a period of 2024-2025 i.e. to hold the office from the conclusion of this 02nd Annual General Meeting till the conclusion of 03rd Annual General Meeting of the Company, on such terms



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and at a Remuneration plus reimbursement of out of pocket expenses at actuals plus applicable taxes as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

4. To approve Remuneration to Ms. Sonali Nilesh Kocharekar (DIN: 09536461), Managing Director

"RESOLVED THAT pursuant to provisions of sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Article of Association of the Company, approval of the Members be and is hereby accorded to approve remuneration to Rs. 250,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Ms. Sonali Nilesh Kocharekar (DIN: 09536461), Managing Director of the Company on following terms and conditions from September 27, 2024, for a period of 3 (three) years as set out in explanatory statement of this resolution.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial term Ms. Sonali Nilesh Kocharekar (DIN: 09536461), Managing Director shall be paid the same remuneration as stated hereinabove in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

5. To approve Remuneration to Ms. Smita Shashikant Shah (DIN: 09536462), Whole Time Director

"RESOLVED THAT pursuant to provisions of sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said act, and such other approvals,



permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Article of Association of the Company, approval of the Members be and is hereby accorded to approve remuneration to Rs. 250,000/- (Rupees Two Lakh Fifty Thousand Only) per month to Ms. Smita Shashikant Shah (DIN: 09536462), Whole Time Director of the Company on following terms and conditions from September 27, 2024, for a period of 3 (three) years as set out in explanatory statement of this resolution.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial term Ms. Smita Shashikant Shah (DIN: 09536462), Whole Time Director shall be paid the same remuneration as stated hereinabove in accordance with the provisions of Schedule V of the Act, subject however that in the event of inadequacy of profits the remuneration so paid shall be subject to review after the expiry of such period of 3 (three) years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

6. To appoint Mr. Sanjay Rajkumar Dua (DIN:10537921), as an Executive Professional Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Rajkumar Dua (DIN:10537921), who was appointed as an Additional Director in the Professional category by the Board of directors upon recommendation of the Nomination and Remuneration Committee w.e.f. 20th May, 2024 and who hold office as such up to the date of this annual general meeting and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Executive Professional Director of the Company, liable to retire by rotation with effect from September 27, 2024.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Committee' thereof) be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”



7. To Increase in Authorized Share capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs.20,000,000 (Rupees Two Crore Only) divided into 2,000,000 (Twenty Lacs) Equity Shares of Rs.10/- each to Rs.135,000,000 (Rupees Thirteen Crore Fifty Lakhs Only) divided into 13,500,000 (One Crore Thirty Five Lakh) Equity Shares of Rs.10/- each by creation of additional 11,500,000 (One Crore Fifteen Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

“RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

8. Alteration of Capital Clause contained in the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

Clause V “The Share Capital of the Company is Rs.135,000,000 (Rupees Thirteen Crore Fifty Lakhs Only) divided into 13,500,000 (One Crore Thirty Five Lakh) Equity Shares of Rs.10/- each.

“RESOLVED FURTHER THAT board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”



9. To issue Equity Shares on Private Placement/Preferential Basis as Per Section 42 and 62 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), (“the Act”), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), and/ or any other competent authorities to the extent applicable and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, and any other statutory or regulatory authorities, as may be required, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot up to 24,20,000 (Twenty Four Lakhs Twenty Thousand) equity shares of face value of Rs. 10/- each of the Company (“Equity Shares”) for consideration other than cash at a price of Rs. 60/- (including a premium of Rs. 50/-) per equity share aggregating upto Rs. 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only) to Mr. Devendra K Viradiya and Mrs. Bhavna D Viradiya, (“Proposed Allottee”) by way of preferential issue on such other terms and conditions as set out herein.

RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be June 30, 2024, being the date 30 (thirty) days prior to the date of this Annual General Meeting scheduled to be held on Friday, September 27, 2024.

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, inter-alia, be subject to the following:



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- a) The Equity Shares so offered, issued and allotted to the proposed allottee, shall be issued by the Company against the property (consideration other than cash) herein mentioned below:
Open Land (industrial) along with under construction of warehouse situated at Nana Mahika, Gondal – Mota Mahika Road, Survey/Block No. 99/p/11, Opp:- Analgadh Fort, Ta: Gondal – 330660, Dist: Rajkot, Gujarat, Total land area admeasuring 20234 Sq. Mtrs.;
- The allotment be made in accordance with the Memorandum of understanding dated August 22, 2024 against which the shares are to be allotted for a consideration other than cash.
- b) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within the time prescribed under the applicable laws;
- c) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- d) The Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- e) The Equity Shares will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, and to authorize all such persons as may be necessary, in



connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

10. **Amendment in object clause of the memorandum of association of the Company**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of the concerned Registrar of Companies, Ministry of Corporate Affairs, consent of the shareholders be and is hereby accorded to addition of the following sub clause (2) and (3) after sub clause (1) of clause III (A) of the Memorandum of Association of Company:

2. To carry on the business of warehousing, warehousemen, custodians, and to establish warehouses, storage rooms, godowns, cold storage, bins and to provide facilities for storage of commodities, merchandise, articles and things of any description, keepers of cold storages, storages chambers, ice-plants, warehouses, refrigerators, freezing houses and room coolers and to carry on and undertake storage, packing, removal carrying delivery, purchases, sale and exchange of fish, seafood, marine products and processed fish, seafood, marine products meats, eggs, poultry products, protein foods, milk, cream, cheese, butter, bacons, sausages, fruits, roots, vegetables or other substances made of all or any of them and canned, tinned and processed foods of every description.

3. To carry, collect, store, consign, distribute, transfer and deliver goods, wares, post, merchandise, parcels, packages, baggage, freight, animals,



livestock, timber, coal, oil, ores and other minerals and other property of every description by any mode of transportation, and generally for such purposes to acquire, manage and operate warehouses, and bonded warehouses, act as agents for shippers and consigners, and to issue warehouse warrants and receipts and bills of lading.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby authorized to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors 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 as return of appointment with the Registrar of Companies, Mumbai.”

11. **Borrowing money (ies) for the purpose of business of the Company**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, read with relevant rules made thereunder (including any statutory modifications or re-enactments thereof) and the Articles of Association of the Company, the consent is hereby accorded by the members of the Company for borrowing monies, from time to time, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any bodies corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 250 Crore [Rupees Two Hundred Fifty Crore] for the Company, notwithstanding that any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 250 Crore [Rupees Two Hundred Fifty Crore] or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.



RESOLVED FURTHER THAT any of the directors 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, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to executes all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

12. **Creation of security on the properties of the company, both present and future, in favor of lenders**

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent is hereby accorded by the members to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs.250 Crore [Rupees Two Hundred Fifty Crore Only] for the Company at any time.

RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

13. **Inters Corporate Investment & Loans:**

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and subject to the approval of the shareholders of the Company, the Board of Directors of the Company, be and is hereby authorized to make the investments in the securities of any other bodies corporate and/or to make of loans and advances to other bodies corporate and/or give any guarantee or provide any security in connection with loans made by any other person to or to any other person by other bodies corporate notwithstanding the fact that the proposed investment and/or loans and advances together with the investment and/or loans and advances already made by the Company, up to 100% of the free reserves and securities premium account or Rs.250 Crores (Rupees Two Hundred Fifty Crore Only), whichever is higher.



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RESOLVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to finalize, sign and execute such documents as may be necessary and to carry out modifications thereto, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

**By order of the Board of Directors,
SONALIS CONSUMER PRODUCTS LIMITED**

**Sd/-
Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461**

**Place: Mumbai
Date: 05.09.2024**



Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 to 13 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
2. A member entitled to attend and vote at the meeting is entitled to appoint proxy or proxies to attend and, to vote instead of himself and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
3. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote at the Annual General Meeting either to the Company in advance or submit the same at the venue of the General Meeting.
5. For the convenience of Members and for proper conduct of the meeting, venue of the meeting will be regulated by attendance slip, which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
6. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2022-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2023-2024 will also be available on the Company's website at www.sonalisconsumer.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.
8. For receiving all communication (including Annual Report) from the Company electronically, Members are requested to register / update their email addresses with the relevant Depository Participant or Registrar & Transfer Agent i.e. PURVA



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SHAREREGISTRY (I) PVT. LTD at having registered office situated at 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011.

9. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-Voting provisions. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore, Company is not providing E-Voting facility to its shareholders.
10. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. All the work related to share registry in terms of both physical and electronic are being conducted by Company's Registrar & Transfer Agent i.e. PURVA SHAREREGISTRY (I) PVT. LTD at having registered office situated at 9 Shiv Shakti Industrial Estate, J.R. Boricha Marg, Near Lodha Excelus, Lower Parel East, Mumbai - 400 011. The Shareholders are requested to send their communication to the aforesaid address.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts.
13. This notice along with Annual Report for 2023-2024 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on **30th August 2024**.
14. The person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on closing of **Friday, September 20, 2024** i.e. cut-off date only shall be entitled to vote at the meeting.
15. The Register of Members and Share Transfer Books shall remain closed from **Friday, September 20, 2024 to Thursday, September 26, 2024** (both days inclusive).
16. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.
17. Route map showing directions to reach to the venue of the meeting is given at the end of this Notice.



ITEM NO.02 DIRECTOR RETIRE BY ROTATION

Details of the Directors seeking appointment and re-appointment at the Annual General Meeting of the company:

Name of the Director	Ms. Sonali Nilesh Kocharekar
DIN	09536461
Nature	Re-appointment as Managing Director (Retire by rotation)
Date of Birth	06/10/1984
Qualification	She has completed her diploma in Pharmacy from SNTD College, Mumbai; and has completed her bachelor's in Business Administration (BBA) from Pondicherry University, Directorate of Distance Education.
Date of Appointment	15/03/2022 as Director 20/08/2022 as Managing Director
Expertise in Specific Functional area	She has more than 12 years of experience being a dietician/nutritionist. She is also a prominent member on the Nutrition Technology Panels Several Organizations. She is Engaged with state-run programs & NGOs to provide low-cost daily interventions of nutrition that address issues of malnutrition & depleted immunity in groups of unprivileged populations through an integrated & sustainable approach. Under her dynamic leadership, our Company will grow immensely. Further, she has been associated with the Company as a Promoter. She is responsible for the manufacturing and overall working of the Company and is instrumental in making strategic decisions for the Company.
Directorship held in another Public Limited Company	NA
No. of Shares Held (As on 31.03.2024)	3,84,274
List of other Companies in which Directorship are held	NA
Chairmanship or membership on other companies	NA



STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.04

Ms. Sonali Nilesh Kocharekar is a promoter and director of the company. She appointed as director of the company from the date of incorporation.

The principal terms of remuneration to Ms. Sonali Nilesh Kocharekar are as follows:

1. Salary: Rs.250,000/- (per month)
2. Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed above and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.
3. Other terms: She shall not be paid any sitting fee for attending the meetings of the Board or committee thereof.

The terms and conditions of the aforesaid remuneration payable to the said Chairman & Managing Director can be varied/altered/revised in such manner as may be required during aforesaid period of 3 (three) years.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information:

1	Nature of Industry	Manufacturers of food products, bakery items,
2	Date or expected date of commencement of commercial production	Existing Company in operation since 2022
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Not Applicable
5	Foreign Investments or collaborations, if any	Not Applicable



II. Information about the appointee:

1	Background details	Ms. Sonali Nilesh Kocharekar is actively engaged on partnering the ambitious growth agenda for the business, driving P&L and performance management, ensuring robust governance and future readying the organization. Looking into his knowledge of various aspects relating to the manufacturing experience.
2	Past Remuneration	NA
3	Recognition or awards	Not Applicable
4	Job profile and his suitability	Ms. Sonali Nilesh Kocharekar is responsible for the entire management and administration of the Company. She has been an integral part of the dynamic growth story of the Company.
5	Remuneration proposed	The terms of remuneration proposed are detailed in the Resolution.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Ms. Sonali Nilesh Kocharekar is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 3,84,274 Equity shares (i.e.19.22%) of the Company of Rs.10/- each.

III. Other Information: Not Applicable

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

Except Ms. Sonali Nilesh Kocharekar, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid Resolutions.



ITEM NO.05

Ms. Smita Shashikant Shah is a promoter and director of the company. She appointed as director of the company from the date of incorporation.

The principal terms of remuneration to Ms. Smita Shashikant Shah are as follows:

1. Salary: Rs.250,000/- (per month)
2. Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director, the Company has no profits or its profits are inadequate, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed above and in the event of continuation of inadequacy of profits for a continuous period of 3 years, the same shall be subject to review by shareholders.
3. Other terms: She shall not be paid any sitting fee for attending the meetings of the Board or committee thereof.

The terms and conditions of the aforesaid remuneration payable to the said Whole Time Director can be varied/alterd/revised in such manner as may be required during aforesaid period of 3 (three) years.

The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;

General Information:

1	Nature of Industry	Manufacturers of food products, bakery items,
2	Date or expected date of commencement of commercial production	Existing Company in operation since 2022
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	Not Applicable
5	Foreign Investments or collaborations, if any	Not Applicable



II. Information about the appointee:

1	Background details	Ms. Smita Shashikant Shah has rich experience and exposure in exploring diversification and technological improvement. Her passion for all food related things along with her great work ethic and philanthropic qualities, makes her a valuable asset for the Company, and drive will help the Company achieve its future goals. She is currently managing new recipe creation in the Company.
2	Past Remuneration	NA
3	Recognition or awards	Not Applicable
4	Job profile and his suitability	Ms. Smita Shashikant Shah is currently responsible for business development and strategy with focus on current and new business opportunities in our company.
5	Remuneration proposed	The terms of remuneration proposed are detailed in the Resolution.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Ms. Smita Shashikant Shah is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 3,84,273 Equity shares (i.e.19.22%) of the Company of Rs.10/- each.

III. Other Information: Not Applicable

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

Except Ms. Smita Shashikant Shah, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid Resolutions.



ITEM NO.06

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, have appointed Mr. Sanjay Rajkumar Dua (DIN:10537921) as an Additional Executive Director in Professional category with effect from w.e.f. 20th May, 2024 and shall liable to retire by rotation, subject to consent by the Members of the Company at this Annual General Meeting (“AGM”).

Based on skills, rich experience and knowledge of Mr. Sanjay Rajkumar Dua (DIN:10537921), The Board of Directors recommended his appointment as an Executive Director in Professional category. Further, Mr. Sanjay Rajkumar Dua (DIN:10537921) shall be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Sanjay Rajkumar Dua (DIN:10537921) is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

The Company has received from Mr. Sanjay Rajkumar Dua (DIN:10537921) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 & intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and he has also submitted a disclosure of interest in other entities in Form MBP-1 as per Section 184(1) of the Companies Act 2013 read with Rule 9(1) of The Companies (Meetings of Board and its Powers) Rules,2014.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board recommends the resolution for approval of the members of the Company through an Ordinary Resolution.

Except Mr. Sanjay Rajkumar Dua (DIN:10537921) being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

In terms of the requirements as per sub-clause (iv) of the proviso to Section II of Part II of Schedule V to the Act and pursuant to 1.2.5 of the Secretarial Standard on General Meeting (SS-2) regarding Director seeking appointment / Re-appointment information is as furnished below:



SONALIS CONSUMER PRODUCTS LIMITED

PARTICULARS	MR. SANJAY RAJKUMAR DUA
Director Identification Number (DIN)	10537921
Age	59 Years
Date of Appointment	25 th September, 2024
Qualification	Graduation in B.com
Experience and Expertise in Specific Functional Areas	Having experience over more than 20 years in Finance and marketing field.
No. of equity shares held in the Company	NIL
List of Directorships held in other Companies (excluding foreign companies)	NO
Memberships/Chairmanships of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NO
Relationships, if any, between Directors inter se	NO

ITEM NO.07

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorized Share Capital of the Company from Rs.20,000,000 (Rupees Two Crore Only) divided into 2,000,000 (Twenty Lacs) Equity Shares of Rs.10/- each to Rs. 135,000,000 (Rupees Thirteen Crore Fifty Lakhs Only) divided into 13,500,000 (One Crore Thirty Five Lakh) Equity Shares of Rs.10/- each by creation of additional 11,500,000 (One Crore Fifteen Lakh) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The Board recommends the resolution for approval of the members of the Company through an Ordinary Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.



ITEM NO.08

As a consequence of increase of Authorized Share Capital of the Company, the existing Authorized Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorized Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO.09

The company entered into a memorandum of understanding ('MOU') with the proposed allottees as on August 22, 2024 for issuance of shares in lieu of purchase of Industrial Land.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 2,420,000 (Twenty Four Lakhs Twenty Thousand) Equity Shares of face value of Rs. 10/- each for consideration other than cash at a price of Rs 60/- each (including a premium of Rs.50/-) per equity share aggregating up to 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only) on a preferential basis to the Proposed Allottee.

The equity shares issued pursuant to preferential allotment shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the company.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue

The object of the proposed issue is to discharge the purchase consideration payable to proposed allottees for the purchase of Industrial Land.



2. The total number of securities, kind of securities and price at which security is being offered:

Issuance of up to 24,20,000 (Twenty Four Lakhs Twenty Thousand) equity shares of face value of Rs. 10/- each for consideration other than cash at a price of Rs 60/- each (including a premium of Rs. 50/-) per equity share aggregating up to 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only) on preferential basis.

3. Relevant Date

The “Relevant Date” as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as June 30, 2024, i.e. 30 (Thirty) days prior to the date of this Annual General Meeting which is scheduled to be held on September 27, 2024.

4. Basis or justification for the price (including the premium, if any) has been arrived at

The Company proposes to issue 24,20,000 (Twenty Four Lakhs Twenty Thousand) Equity Shares of face value of Rs.10/- each (“Equity Shares”) for consideration other than cash at a price of Rs. 60/- (including a premium of Rs. 50/-) per equity share aggregating up to 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only), such equity share price being not less than the minimum price as determined in accordance with Chapter V of the SEBI ICDR Regulations.

5. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price

The Company has not made any preferential allotment during the current financial year.

6. Maximum number of securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 24,20,000 (Twenty Four Lakhs Twenty Thousand) Equity Shares of face value of Rs.10/- each (“Equity Shares”) for a consideration other than cash at a price of Rs. 60/- (including a premium of Rs. 50/-) per equity share aggregating up to 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only).

7. Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

8. Time frame within which the preferential issue shall be completed

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is



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pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

9. Change in control

There will be no change in control of the Company consequent to the preferential issue.

10. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Equity Shares in preferential issues has to be calculated as:

(a) the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or

(b) the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue. – **Not applicable as Articles of Association of the Company does not provide for any particular method of determination issue price.**

The Equity Shares of the Company are listed and traded on BSE Limited (SME Platform). As per the trading volume data available on the Stock Exchanges, the Equity Shares of the Company are frequently traded.

Further, as per regulation 163(3), specified securities may be issued on a preferential basis for consideration other than cash: Provided that consideration other than cash shall comprise only swap of shares pursuant to a valuation report by an independent registered valuer, which shall be submitted to the Stock Exchanges where the equity shares of the issuer are listed.

Further, as per regulation 164(4)(a), a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related equity shares quoted on recognized Stock Exchanges preceding the relevant date. – **Not applicable**



Further, as per regulation 166A of the SEBI ICDR Regulations, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

The value of the Share price has been determined taking into account Valuation Report dated August 14, 2024 issued by Mr. Kaushal Dave, a Registered Valuer (IBBI Registered Valuer Number IBBI/RV/06/2023/15371), having office at Office No. 604 & 605, Level – 06, 150 Ring Road, Near AP Park, Opp. Amrut Sagar Party Plot, Rajkot – 360005, Gujarat.

The Equity Shares shall be issued at an issue price of Rs. 60/- (Rupees Sixty Only) per Equity Share of the face value of Rs. 10/- (Rupees Ten only) each (including a premium of Rs. 50/- (Rupees Fifty Only) per Equity Share) which is higher than the issue price as determined as per the SEBI ICDR Regulations.

11. Lock-in period

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

12. Report of Registered Valuer

A Valuation Report dated August 14, 2024 issued by Mr. Kaushal Dave, a Registered Valuer (IBBI Registered Valuer Number IBBI/RV/06/2023/15371), having address Office No. 604 & 605, Level – 06, 150 Ring Road, Near AP Park, Opp. Amrut Sagar Party Plot, Rajkot – 360005, Gujarat.

13. The Company hereby undertakes that:

- a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- b) Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- c) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- d) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- e) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

14. Amount which the company intends to raise by way of such securities:

The Company shall issue and allot 24,20,000 (Twenty Four Lakhs Twenty Thousand) equity shares to the proposed allottees in lieu of consideration amount



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of Rs. 145,200,000/- (Rupees Fourteen Crore Fifty Two Lakhs Only).

15. The price or price band at/within which the allotment is proposed:

The allotment is proposed at Rs.60/- (Rupees Sixty Only) including premium of Rs.50/- (Rupees Fifty). The Company has obtained the Share Valuation Report from Mr. Kaushal Dave, a Registered Valuer.

16. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to specific proposed allottees namely Mr. Devendra K Viradiya and Mrs. Bhavna D Viradiya.

17. The pre issue and post issue shareholding pattern of the Company:

The pre issue and the post-issue shareholding pattern (considering full allotment of shares issued is mentioned herein below:

SR. NO.	CATEGORY	PRE-ISSUE		POST-ISSUE	
		No of Shares Held	% of Shareholding	No of Shares Held	% of Shareholding
A	Promoters' Holding				
	Indian				
1	Individual	771422	38.59	771422	17.45
2	Bodies corporate	00	00	00	00
	Sub-total	771422	38.59	771422	17.45
3	Foreign Promoters	00	00	00	00
	Sub-total (A)	771422	38.59	771422	17.45
B	Non-Promoters Holding				
1	Institutional Investors	00	00	00	00
2	Non-institution	00	00	00	00
	Private corporate bodies	28000	01.40	28000	00.64
	Directors and Relatives	00	00	00	00



SONALIS CONSUMER PRODUCTS LIMITED

	Indian public	1083578	54.21	3503578	79.28
	Others (including NRIs)	116000	05.80	116000	02.63
	Sub-total (B)	1227578	61.41	3647578	82.55
	GRAND TOTAL	1999000	100	4419000	100

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its members.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

ITEM NO.10

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company.

The “Main Object” clause of the Memorandum of Association of the Company is being amended by addition of New Clause III (A) (2) & (3).

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.



Item No. 11 & 12

The Company may require borrowing funds from time to time by way of loans from banks/financial or other institutions and/or issue bonds, debentures or other debt Securities. As per section 180(1)(c) of the Companies Act, 2013, the power of the Board of Directors to borrow money(s) (apart from temporary loans obtained from the Company's bankers in ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserve of the company that is to say, reserves not set apart for any specific purpose, by an amount not exceeding Rs.250 Crore [Rupees Two Hundred Fifty Crore Only] in excess of the paid up capital and free reserves, requires approval from the shareholder of the company. The shareholders of the company had authorized the Board of Directors of the company to borrow upto maximum limit of Rs. 250 Crores [Two Hundred Fifty Crore] as per the provisions of section 180(1)(c) of the Companies Act, 2013.

Further, the said borrowing/issue of securities may be required to be secured by way of mortgage/change over all or any part of the movable and/or immovable properties of the Company and as per the provisions of Section 180(1)(a) of the Companies Act, 2013, creation of mortgage or charge on all or any part of the moveable and/or immovable properties of the Company and as per the provisions of section 180(1)(a) of the Companies Act, 2013, creation of mortgage or charge on all or any part of the movable and/or immovable properties of the company, covered under the provisions of the said section and hence requires the approval from the shareholders of the Company by way of Special Resolution.

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested in the resolution.

Item No. 13

As a corporate policy your Company has made investments, provided loans and advances and also given guarantees/securities in connection with loans to Subsidiaries, Joint Venture Companies and other bodies corporate. As per provisions of Section 186 of the Companies Act, 2013, aggregate of such investments / loans and advances / guarantees / securities should not exceed 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more unless it is approved by the shareholders. In view of the considering the future plans of the Company, it is deemed necessary to authorize the Board of Directors to invest or to provide loans and advances or give guarantees/securities up to Rs. 250 Crore [Rupees Two Hundred Fifty Crore Only].



SONALIS CONSUMER PRODUCTS LIMITED

The Board recommends the resolution for approval of the members of the Company through a Special Resolution.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested in the resolution.

**By order of the Board of Directors,
SONALIS CONSUMER PRODUCTS LIMITED**

**Sd/-
Sonali Nilesh Kocharekar
Managing Director
DIN: 09536461**

**Place: Mumbai
Date: 05.09.2024**



SONALIS CONSUMER PRODUCTS LIMITED

ATTENDANCE SLIP

02nd ANNUAL GENERAL MEETING

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

DPID	Client ID	Folio No.	No. of Shares

Full name of Member/Proxy: _____
(In Capital Block)

Address: _____

Name of Proxy: _____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 02nd Annual General Meeting of the members of SONALIS CONSUMER PRODUCTS LIMITED will be held on Friday, 27th September, 2024 at 10:00 p.m. IST at Maharaja Hotel, Kohinoor Complex, Western Express Hwy, opposite Rawalpada, Yadav Nagar, Dahisar East, Mumbai - 400068, Maharashtra.

SIGNATURE OF THE ATTENDING MEMBER/PROXY

NOTE:

1. Member / Proxy holder wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting and hand, it over at the entrance.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



SONALIS CONSUMER PRODUCTS LIMITED

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
*DP ID:	

I/We, being the member (s) of shares of the above-named company, hereby appoint

01.Name: Address:
.....
..... E-mail Id:
.....

02.Name: Address:
.....
..... E-mail Id:
.....

03.Name: Address:
.....
..... E-mail Id:
.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02nd Annual General Meeting of the members of SONALIS CONSUMER PRODUCTS LIMITED will be held on Friday, 27th September, 2024 at 10:00 p.m. IST at Maharaja Hotel, Kohinoor Complex, Western Express Hwy, opposite Rawalpada, Yadav Nagar, Dahisar East, Mumbai - 400068, Maharashtra. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	RESOLUTION	FOR	AGAINST
1.	To Consider and adopt the financial Statement of the Company for the financial		



SONALIS CONSUMER PRODUCTS LIMITED

	year ended March 31, 2024 and reports of Board of Directors and Auditor thereon		
2.	To appoint Mrs. Sonali Nilesh Kocharekar (DIN: 09536461), Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Re-appointment of M/s. SSRV & Associates, Chartered Accountants of the Company.		
4.	To approve Remuneration to Ms. Sonali Nilesh Kocharekar (DIN: 09536461), Managing Director		
5.	To approve Remuneration to Ms. Smita Shashikant Shah (DIN: 09536462), Whole Time Director		
6.	To appoint Mr. Sanjay Rajkumar Dua (DIN:10537921), as an Executive Professional Director		
7.	To Increase in Authorized Share capital of the Company		
8.	Alteration of Capital Clause contained in the Memorandum of Association		
9.	To issue Equity Shares on Private Placement/Preferential Basis as Per Section 42 and 62 of the Companies Act, 2013:		
10.	Amendment in object clause of the memorandum of association of the Company		
11.	Borrowing money (Ies) for the purpose of business of the Company		
12.	Creation of security on the properties of the company, both present and future, in favour of lenders		
13.	Inters Corporate Investment & Loans:		



SONALIS CONSUMER PRODUCTS LIMITED

Signed this..... day of, 2024.

Affix
Revenue
Stamp
Signature

Signature of Shareholder

Signature of Proxy

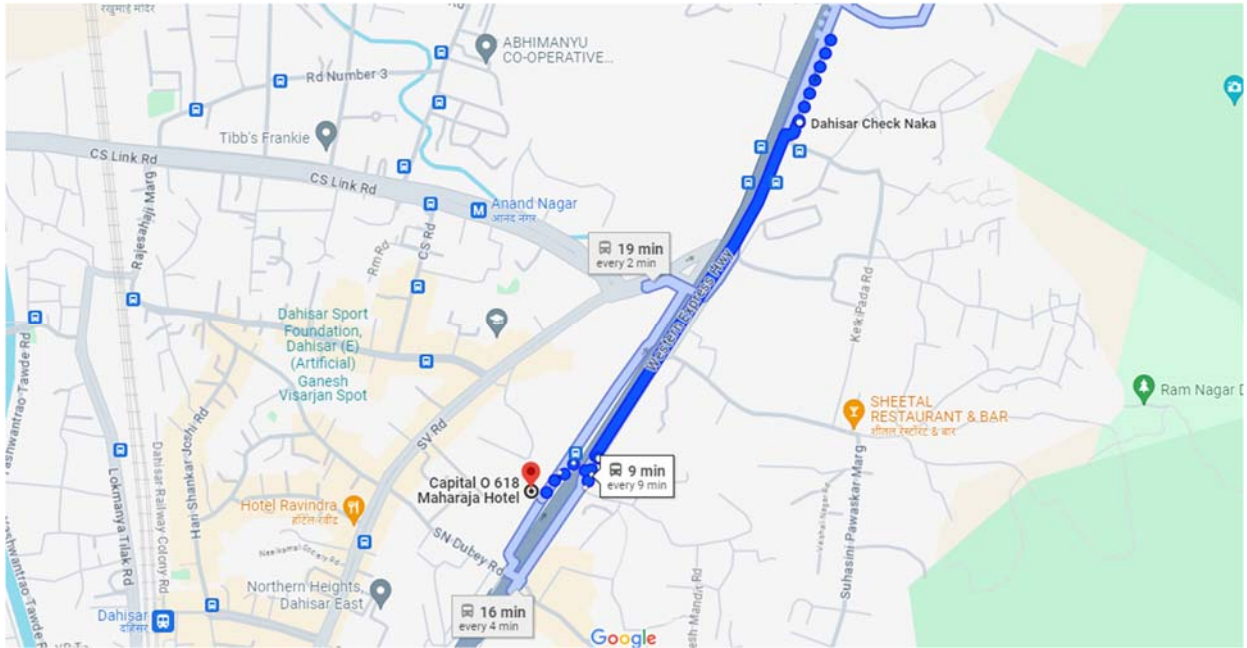
Notes: -

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

***Applicable for Investors holding shares in demat form.**



Route map to the Venue of 02nd Annual General Meeting



Venue of the EGM:

Maharaja Hotel, Kohinoor Complex, Western Express Hwy, opposite Rawalpada, Yadav Nagar, Dahisar East, Mumbai - 400068, Maharashtra