



NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting ("AGM") of Sudal Industries Limited will be held on Saturday, 20th November, 2021 at 03:00 p.m., Indian Standard Time ("IST"), at the Registered office situated at A-5 MIDC Ambad Industrial, Mumbai Agra Highway, Nashik 40010 to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021, together with the Reports of the Board of Directors' and Auditor's thereon;
2. To appoint a Director in place of Mr. Shyantanu S Chokhani (DIN 02444142), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Ratification of Remuneration payable to Cost Auditor:**

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

"RESOLVED THAT pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the payment of remuneration of ¹ 80,000/- (Rupees Eighty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual, to M/s Hemant Shah & Associates, Cost Accountants ICWAI Firm Registration No.000394 who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules 2014, for the financial year ended March 31, 2022."

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

**Sudarshan Chokhnai
Managing Director
DIN: 00243355**

Place: Mumbai

Date: 6th October 2021

Registered Office:

A 5 MID Cambad Industrial Estate
Mumbai - Nashik Highway Nashik-422010

NOTES:

1. A statement setting out the material facts relating to special business to be transacted at the meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed here to. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, in respect of Directors seeking appointment/reappointment at the Annual General Meeting is furnished as annexure A to the notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOTLESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting rights. 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 proxy for any other member
3. Corporate Members intending to send their representative to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. Only confide members of the Company whose names appear on the register of member /proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 3**

The Board of Directors of the Company, on recommendation of Audit Committee, had approved the appointment of M/s Hemant Shah & Associates, Cost Accountants (Firm Registration No. 000394)) as the Cost Auditors of the Company to conduct the audit of the cost accounts maintained by the Company for Financial year ending on 31st March, 2022.

In accordance with the provision of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditor Rule), 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year 2021-22.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed Resolution as set out in the Notice.

The Board recommends the matter pertaining to ratification of remuneration payable to Cost Auditors by way of an Ordinary Resolution as set out in the Notice for approval of the Members of the Company.

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

**Sudarshan Chokhnai
Managing Director
DIN: 00243355**

Place: Mumbai

Date: 6th November 2021