

NOTICE

NOTICE is hereby given that the Forty first annual general meeting ("AGM") OF Sudal Industries Limited will be held on Wednesday, 23rd December 2020 at 02:30 p.m., Indian Standard Time ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") 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, 2020, together with the Reports of the Board of Directors' and Auditor's thereon;
2. To appoint a Director in place of Shri. Mukesh V Ashar (DIN 06929024), 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), and pursuant to the recommendation of the Audit Committees subject to approval of Share Holders and as per the recommendation of Audit Committee the consent of Board be and hereby accorded for appointment of M/s Hemant Shah & Associates, Cost Accountants ICAI Firm Registration No.113447W/W-100019 as a Cost Auditor of the Company for the Financial Year 2020-2021 for a consolidated Remuneration of Rs 75,000/- (Rupees Seventy Thousand Only) plus applicable Taxes and reimbursement of out of pocket expenses at actuals.

Sudarshan Chokhnai
Sd/-
Managing Director
DIN: 00243355

Place: Mumbai
Date: 11th Novmeber 2020

Registered Office:
A 5 MID Cambad Industrial Estate
Mumbai - Nashik Highway Nashik-422010

IMPORTANT NOTES:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM sthrough VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the 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 AGM through VC/OAVM will be made available to atleast 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 AGM without restriction on account of first come first served basis.



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 Heman Shah & Associates, Cost Accountants (Firm Registration No.113447W/W-100019) as the Cost Auditor of the Company to conduct the audit of the cost accounts maintained by the Company for Financial year ending 31st March, 2021.

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 Resolutions as set out at Item No 3 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year 2020-21.

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 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 Chokhna
Managing Director
DIN: 00243355**

**Place: Mumbai
Date: 11th November, 2020**