

SUDARSHAN

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Registered Office and Global Head Office: 162 Wellesley Road, Pune – 411 001
Tel No.: 020-68281200 Fax No.: 020-26058222
Website: www.sudarshan.com Email: shares@sudarshan.com
CIN: L24119PN1951PLC008409

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, and Companies (Management and Administration) Rules, 2014 and MCA Circulars]

Dear Shareholders,

Notice is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("The Rules"), as amended from time to time, read with Regulation 44 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations, 2015"), as amended from time to time, Secretarial Standard - 2 on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") and in terms of General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, and 20/2021 dated 8th December, 2021, issued by The Ministry of Corporate Affairs ("MCA") to seek approval of the Shareholders on the item set out in this Notice.

In view of the above mentioned General Circulars issued by the MCA, the Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode only to those Shareholders, whose email addresses are registered with the Company / Registrar and Share Transfer Agent ("RTA") / Depository Participant(s) ("DP") / Depository(ies), as on the cut-off date i.e. **Friday, 8th April, 2022**, and such Shareholders are entitled to cast their vote only through electronic mode. Those who have not registered their email addresses are requested to refer to the Notes forming part of this Notice. The Company has in accordance with Rule 22(5) of the Rules, appointed, Mr. Rajesh Karunakaran, Practicing Company Secretary, Pune (FCS No. 7441, C. P. No. 6581), as a Scrutinizer to scrutinize the process of Postal Ballot in a fair and transparent manner.

You are requested to read the Notes to this notice and cast your vote electronically **before 05.00 p.m. (IST) on Friday, 13th May, 2022**. The Scrutinizer will submit his report to the Chairman or any person authorised by him, and it will be declared on or before **Saturday, 14th May, 2022**, and displayed on the Notice Board of the Company at its Registered Office and Global Head Office, displayed on the website of the Company at www.sudarshan.com, intimated to the stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of the National Securities and Depositories Limited ("NSDL") at www.evoting.nsdl.com.

RESOLUTION:

Item No. 1

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

ISSUE OF NON-CONVERTIBLE DEBENTURES THROUGH PRIVATE PLACEMENT

"RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Securities and Exchange Board of India's Operational Circular No. SEBI/HO/DDHS/P/CIR/2021/613 dated 10th August, 2021 regarding issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, the Memorandum of Association of the Company and Articles of Association of the Company, and any such other applicable Rules and Regulations (including any amendment(s), statutory modification(s), variation(s) and/or reenactment(s) to any of the foregoing and other applicable guidelines, directions or laws) and extant Reserve Bank of India guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue unsecured non-convertible debentures (NCDs), at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/ disclosure document as may be issued by the Company in both domestic as well as overseas market, in one or more series / tranches aggregating up to an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only), during a period of one year from the date of approval by the members, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs to be within the overall limit of borrowing approved by the members of the Company from time to time.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised to execute all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in this regard and generally do all such acts, deeds, matters and things as may be necessary or required in this connection.”

By order of the Board of Directors
For **SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

Sd/-
(MANDAR VELANKAR)
Deputy General Manager - Legal & Company Secretary
(Membership No. – A14469)

Date: 28th March, 2022

Place: Pune

Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
162 Wellesley Road, Pune – 411 001,
Maharashtra, India
Tel.: +91 20 6828 1200
Fax: +91 20 2605 8222
CIN: L24199PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, and Rules made thereunder, Secretarial Standard – 2 on General Meetings stating all material facts and reasons for the proposed resolution is annexed hereto. The said resolution and Explanatory Statement are being sent for your consideration through email.
2. In terms of MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, and 20/2021 dated 8th December, 2021, the Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode only to those Shareholders, whose email addresses are registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depository Participant(s) (“DP”) / Depository(ies). Accordingly, the Shareholders are required to cast their vote through electronic mode only. Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with the Company / RTA / DP / Depository(ies), as the case may be, in order to receive notices / documents / Annual Reports, and to cast vote electronically. Also, the said MCA Circulars prescribed the process for convening of extraordinary general meeting and passing of resolution through Postal Ballot till 30th June, 2022 or till such further orders, whichever is earlier, due to the COVID-19 pandemic situation. The Postal Ballot Notice can be accessed on the website of the Company at www.sudarshan.com, on the websites of the stock exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of the National Securities and Depositories Limited (“NSDL”) at www.evoting.nsdl.com.

For Shareholders who have not received the notice due to change / non-registration of their email address with the Company / RTA / DP, they may do so by following the procedure given below:

a) Registration of email id for Shareholders holding shares in physical form –

The Shareholders of the Company who hold shares in physical form and who have not registered their email addresses may get their email addresses registered with the Company’s RTA, Link Intime India Private Limited (“Link Intime”), by clicking the link: https://linkintime.co.in/emailreg/email_register.html or through their web site www.linkintime.co.in > Investor Services > E mail / Bank Registration > select ‘SUDARSHAN CHEMICAL INDUSTRIES LIMITED’ and follow the registration process as guided therein. On submission of the Shareholder’s details, an OTP will be received by the Shareholder, which needs to be entered in the link for verification.

b) Registration of email id of Shareholders holding shares in Demat form –

Shareholders are requested to register their email address, in respect of their demat holding with their respective DPs.

3. The Postal Ballot Notice along with the Explanatory Statement is being sent to / published / displayed for all the Shareholders, whose names appear in the Register of Members or Register of Beneficial Owners as on **Friday, 8th April, 2022** (on close of business hours), in accordance with the provisions of the Companies Act, 2013, and Rules made thereunder and the abovementioned General Circulars issued by the MCA. A person who becomes a Shareholder after the cut-off date should treat this Postal Ballot Notice for information purpose only.
4. The Shareholders who have not received any communication regarding this Postal Ballot and remote e-voting activity for any reason whatsoever, then such Shareholder is requested to contact the Company at shares@sudarshan.com or RTA at pune@linkintime.co.in between 09:00 am to 05:00 pm (IST) on all working days, except Saturday and Sunday.
5. In compliance with the provisions of Sections 108, 110 and other applicable of the Act, as amended, read with the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), as amended, the Company is pleased to provide voting by electronic means ("**remote e-voting**") to the Shareholders, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Shareholders. **The e-voting Event Number (EVEN) for this purpose is '119680'**.
6. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Shareholders on **Friday, 8th April, 2022** (on close of business hours) ("**Cut-off date**"). Only those Shareholders whose names are recorded in the Register of Shareholders of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. There will be only one login for every Folio / DP ID-Client ID / Beneficiary ID, irrespective of the Shareholder of joint holders. Further, once the vote is cast, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
7. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. **Friday, 13th May, 2022** and also, as if it has been passed at a general meeting of the Shareholders.
8. A Shareholder cannot exercise his vote by proxy on Postal Ballot.
9. The documents referred to in the Explanatory Statement, if any, will be available for inspection via electronic mode from the date of circulation of this Notice up to the last date of remote e-voting. Shareholders seeking to inspect such documents can send an email to shares@sudarshan.com.
10. Shareholders may send their queries related to the item included in the Postal Ballot Notice on the email shares@sudarshan.com from their registered email address, mentioning their name, folio number / DP ID – Client ID as applicable, mobile number, copy of PAN Card.
11. Resolution No. 1 being Special Resolution shall be declared as passed when votes cast in favour are not less than three times the number of votes, if any, cast against the Resolution by Shareholder who is entitled and voted.
12. The instructions for e-voting are as under:

Step 1 – Access to NSDL e-voting System:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are requested to update their mobile number and e-mail id with their DP's in order to access the e-voting facility

a) Login method for e-voting by individual Shareholders holding securities in demat mode is given below:

| Type of Individual Shareholder | Login Method |
|---|--|
| Shareholders holding securities in demat mode with NSDL | <p>A. Users registered for NSDL IDeAS Facility: 1. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - NSDL and you will be re-directed to NSDL e-voting website for casting your vote. B. Users not registered for IDeAS e-Services: Option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp C. Visit the e-voting website of NSDL: 1. After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 2. A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting</p> |
| Shareholders holding securities in demat mode with CDSL | <p>A. Users who have opted for Easi/Easiest: 1. Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote. B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration C. Visit the e-voting website of NSDL: 1. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the demat Account. 2. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p> |

| | |
|--|---|
| Shareholders (holding securities in demat mode) login through their depository participants. | 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. 3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote. |
|--|---|

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

Individual Shareholders holding shares in demat mode who need assistance for any technical issues related to login through Depository i.e. NSDL and CDSL may reach out to below helpdesk:

| Login Type | Helpdesk Details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free No. 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

b) Login method for e-voting for Shareholders (other than individuals) holding securities in demat mode and Shareholders holding securities in physical mode is given below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 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 Shareholders 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***42*****. |
| b) For Shareholders 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 Shareholders 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 119680 then user ID is 119680001*** |

5. Your password details 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'?

(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.

d) Shareholders 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.

Details on Step 2 is given below:

How to cast your vote electronically 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 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 voting period.

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.

General Guidelines for Shareholders

11. Corporate and 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 karunakaran2004@yahoo.com with a copy marked to evoting@nsdl.co.in. Corporate and Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload scanned copy (PDF/ JPG Format) of

the relevant Board Resolution/ Authority letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their respective login.

12. 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.
13. 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 toll free no.: 1800-1020-990 or send a request 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 email ids for e-voting for the resolution set out in this notice:

- a) 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 shares@sudarshan.com or RTA at pune@linkintime.co.in
 - b) 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 shares@sudarshan.com or RTA at pune@linkintime.co.in. If you are an individual Shareholder 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 for Individual Shareholders holding securities in demat mode.
 - c) 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.
 - d) 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.
14. The e-voting period commences from **9.00 a.m. (IST) on Thursday, 14th April, 2022 to 5.00 p.m. (IST) on Friday, 13th May, 2022.**

During this period, Shareholders holding shares either in physical form or in dematerialized form, as on **Friday, 8th April, 2022** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast vote again.
 15. The Board of Directors has appointed Mr. Rajesh Karunakaran, Practicing Company Secretary, Pune (FCS No. 7441, C.P. No. 6581), as a Scrutinizer to scrutinize the process of Postal Ballot in a fair and transparent manner.
 16. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, make a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
 17. The Results declared along with the Scrutinizer's Report shall be declared on or before **Saturday, 14th May, 2022** and shall be placed on the Company's website at www.sudarshan.com and on the website of NSDL at www.evoting.nsdl.com immediately after the result are declared by the Chairman and forthwith communicated to the Stock Exchanges viz. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The results shall also be displayed on the notice board at the Registered Office and the Corporate Office of the Company immediately after the declaration of the result by the Chairman or any person authorised by him in writing for information of the Shareholders.

Annexure to the Notice of Postal Ballot

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable Regulations

In conformity with the provisions of Section 102 of the Companies Act, 2013, and Rules made thereunder, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part of the Notice.

ITEM NO. 1

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of debentures and/or other debt instruments, on private placement basis or otherwise and through acceptance of deposits. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor etc. The Company proposes to issue Non-convertible Debentures for general corporate purposes and for repayment of exiting debts.

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures of the Company. In case the proposed amount to be raised through such offer or invitation exceeds the limit specified in 180(1)(c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

The Company has sought approval of members by way of a special resolution through Postal Ballot. The resolution passed by the members authorizes the Company to issue non-convertible debentures within the overall borrowing limit for a period of one year from the date approval by the members.

Accordingly, it is proposed to seek approval of members by way of a special resolution to authorise the Board to borrow by issue of Non-convertible Debentures on private placement basis in one or more series / tranches aggregating up to an amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only), in the ordinary course of its business, which shall be valid for a period of one year commencing from the date of approval by the members. Further, the amount to be raised by such issue of Non-convertible Debentures (NCDs) at all times will be within the overall borrowing limit approved by the members of the Company under section 180(1)(c) of the Act. The actual borrowing through issue of NCDs will be determined by the Board/Committee within the overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

The debentures would be issued either at face value or at a discount or at a premium to the face value, with coupon rate and/or on zero coupon basis. The issue price and rate of interest depends, inter alia, on various factors such as market conditions, tenor, credit rating, security offered etc. The NCDs will be issued on private placement basis in accordance with the provisions of the Act and relevant SEBI guidelines.

Further, the Board / Committee shall be authorized to do, from time to time, all such acts and deeds as may be necessary to give effect to this resolution.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding, if any, in the Company. The Board recommends item no. 1 of the notice for approval of the Shareholders by way of a Special Resolution.

By order of the Board of Directors
For **SUDARSHAN CHEMICAL INDUSTRIES LIMITED**

Sd/-
(MANDAR VELANKAR)
Deputy General Manager - Legal & Company Secretary
(Membership No. – A14469)

Date: 28th March, 2022

Place: Pune

Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
162 Wellesley Road, Pune – 411 001,
Maharashtra, India
Tel.: +91 20 6828 1200
Fax: +91 20 2605 8222
CIN: L24199PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com