



SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Registered Office & Global Head Office: 7th Floor, Eleven West Panchshil, Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India
Tel No.: 020 - 6828 1200 **Website:** www.sudarshan.com **Email:** shares@sudarshan.com
CIN: L24119PN1951PLC008409

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/ conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 (collectively referred to as "MCA Circulars") and Circulars issued by Securities and Exchange Board of India ("SEBI") from time to time ("SEBI Circulars") (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India ("ICSI") and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Business as set out hereunder by way of Postal Ballot only through remote e-voting ("e-voting").

In compliance with the aforesaid provisions and Circulars, this Postal Ballot Notice ("Notice") is being sent only through electronic mode to all its Shareholders whose email addresses are registered with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository Participant(s) as on **Friday, 18th April, 2025 ("cut-off date")** and the communication to assent/dissent of the Shareholders on the resolution proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Company/ RTA / Depository Participant(s), please follow the process provided in the notes to this Notice. Further, in compliance with the requirements of Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot.

Pursuant to Section 102 and 110 and other applicable provisions of the Companies Act, 2013, an Explanatory Statement pertaining to the said resolution setting out the material facts and reasons thereof forms part of the Notice.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, 2015 and Circulars, the Company has engaged the services of National Securities and Depositories Limited ("NSDL") for providing e-voting facility to all its Shareholders. The Shareholders (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on **Friday, 25th April, 2025 from 9.00 A.M. (IST) and ends on Saturday, 24th May, 2025 at 5.00 pm (IST) (both days inclusive)**. Shareholders are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than the close of working hours at **5.00 P.M. (IST) on Saturday, 24th May, 2025**. The Notice is also available on the website of the Company at: <https://www.sudarshan.com/postal-ballot-notices/> and on the website of NSDL at www.evoting.nsdl.com

The Company has appointed Mr. Rajesh Karunakaran, Practicing Company Secretary, (COP No. 6581), as Scrutinizer for conducting the Postal Ballot / e-voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-voting and the result of e-voting will be announced within statutory timelines and will be displayed on the website of the Company and will be intimated to the stock exchanges and NSDL. The result shall also be displayed on the notice board of the Company at its Registered Office at 7th Floor, Eleven West Panchshil, Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India. The result shall also be communicated to the debenture trustee appointed for rated, listed, taxable, unsecured, redeemable Non-Convertible Debentures issued and allotted by the Company.

SPECIAL BUSINESS:

Item No. 1:

To approve requests received from Mr. Anuj N. Rathi Group for Reclassification from “Promoter / Promoter Group” category to the “Public” category

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

“RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations, 2015**”) including any modification(s) / amendment(s) / re-enactment(s) thereto, based on the approval of the Board of Directors accorded at its Meeting held on 14th February, 2025 and based on the No-Objection / approval letters dated 4th April, 2025 received from BSE Limited and National Stock Exchange of India Limited (collectively, the “**Stock Exchanges**”), and/ or such other approval, as may be required, the consent of the Members of the Company be and is hereby accorded to reclassify the following person(s) / entity(ies) (hereinafter individually and jointly referred to as the “**Applicants**”) from “Promoter and Promoter Group” category to “Public” category, based on the requests received from them:

Sr. No.	Name of the Applicants i.e. members of the promoter and promoter group seeking reclassification	No. of Equity Shares (Face Value Rs. 2/- each) held of the Company	Percentage of shareholding / voting rights
1.	Anuj Narayandas Rathi	54,47,620	6.93%
2.	Narayandas Jagannath Rathi	4,37,650	0.56%
3.	Archana Anuj Rathi	Nil	Nil
4.	Anuj Narayandas Rathi (HUF)	Nil	Nil
5.	NJR Finance Private Limited	Nil	Nil
	Total	58,85,270	7.49%

RESOLVED FURTHER THAT the above Applicants have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI Listing Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” category to “Public” category, shall continue to comply with conditions mentioned under Regulation 31A of SEBI Listing Regulations, 2015.

RESOLVED FURTHER THAT for giving effect to the foregoing resolution, Mr. Rajesh Rathi, Managing Director and Mr. Mandar Velankar, General Counsel and Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

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

MANDAR VELANKAR
GENERAL COUNSEL AND COMPANY SECRETARY
(Membership No. – A14469)

Pune, 23rd April, 2025
Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
7th Floor, Eleven West Panchshil, Survey No. 25,
Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India
CIN: L24119PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") 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. Pursuant to the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circulars issued from time to time by Securities and Exchange Board of India ("SEBI") (MCA Circulars and SEBI Circulars hereinafter collectively referred to as "Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), this Notice of Postal Ballot is being issued to transact the Special Business as set out hereunder by way of Postal Ballot only through remote e-voting ("e-voting").
3. For members 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) **Process to be followed for one-time Registration of email id (for shares held in physical form or in electronic form) –**
 - a) Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
 - b) Select the name of the Company from drop-down: Sudarshan Chemical Industries Limited
 - c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form) / Folio no. and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id
 - d) System will send One Time Password ('OTP') on mobile no. and e-mail id
 - e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the e-Voting user ID and password. 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) below i.e., 'Login method for e-voting for individual shareholders holding securities in demat mode'. In case of any queries, Members may write to shares@sudarshan.com or evoting@nsdl.com
 - b) **Registration of email id permanently with Company / DP–**

Members are requested to register their e-mail address with their concerned DPs in respect of electronic holding. Members are requested to register their e-mail address with the Company/RTA in respect of physical holding, by visiting the link: <https://web.in.mpms.mufg.com/KYC-downloads.html> which provides further information about the registration process. Further, those Members who have already registered their e-mail addresses are requested to ensure that their e-mail ID is valid or in case of change, update the same with their DPs/RTA to enable service of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future. In case of any queries/difficulties in registering the email address, Members may write to shares@sudarshan.com
4. The Postal Ballot Notice along with the Explanatory Statement is being sent to / published / displayed for all the members, whose names appear in the Register of Members or Register of Beneficial Owners as on **Friday, 18th April, 2025** (on close of business hours), in accordance with the provisions of the Companies Act, 2013, and Rules made thereunder and the above mentioned General Circulars issued by The MCA.
5. The members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, are requested to contact the Company at shares@sudarshan.com or RTA at pune@in.mpms.mufg.com between 09:00 am to 05:00 pm (IST) on all working days.
6. 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 Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. **The e-voting Event Number (EVEN) for this purpose is '133618'.**
7. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members on **Friday, 18th April, 2025 (on close of business hours) ("Cut-off date")**. Only those Members whose names are recorded in the Register of Members 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.
8. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Saturday, 24th May, 2025.**

9. A member cannot exercise his vote by proxy on Postal Ballot.
10. No objection / approval letters received from the Stock Exchanges and other documents referred to in the Explanatory Statement, if any, shall be available for inspection upon login at NSDL e-voting system at <https://www.evoting.nsdl.com> and on the website of the Company, www.sudarshan.com.
11. The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in dem at mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 133618 then user ID is 133618001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-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

1. Corporate Members or 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 o karunakaran2004@yahoo.com with a copy marked to evoting@nsdl.com and shares@sudarshan.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sagar Gudhate, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@sudarshan.com
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@sudarshan.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
12. **The e-voting period commences from 9.00 a.m. (IST) on Friday, 25th April, 2025 to 5.00 p.m. (IST) on Saturday, 24th May, 2025.**

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 18th April, 2025 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 Member, he/she shall not be allowed to change it subsequently or cast vote again.

13. The Board of Directors have 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 / e-voting in a fair and transparent manner.
14. The Scrutinizer shall, immediately after the conclusion of e-voting through Postal Ballot, make a Scrutinizer's Report of the total votes cast in favour or against, if any, and shall submit it to the Chairman or any person authorised by him, who shall countersign the same.
15. The Results declared along with the Scrutinizer's Report shall be declared within the statutory timelines and shall be placed on the Company's website www.sudarshan.com and on the website of NSDL www.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 result shall also be displayed on the notice board of the Company at its Registered Office 7th Floor, Eleven West Panchshil, Survey No. 25, Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India. The result shall also be communicated to the debenture trustee appointed for rated, listed, taxable, unsecured, redeemable Non-Convertible Debentures issued and allotted by the Company.

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

MANDAR VELANKAR
GENERAL COUNSEL AND COMPANY SECRETARY
(Membership No. – A14469)

Pune, 23rd April, 2025
Sudarshan Chemical Industries Limited
Registered Office and Global Head Office:
7th Floor, Eleven West Panchshil, Survey No. 25,
Near PAN Card Club Road, Baner, Pune – 411 069, Maharashtra, India
CIN: L24119PN1951PLC008409
Website: www.sudarshan.com
Email: shares@sudarshan.com

Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013

In conformity with the provisions of Section 102 and 110 of the Companies Act, 2013, and statement of additional information as required under SEBI Listing Regulations, 2015, 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

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), provides a mechanism for reclassification of shareholders from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation, the Company received requests on 14th February, 2025 from the person(s) / entity(ies) tabled herein below forming part of the members of the Promoter and Promoter Group of the Company (hereinafter individually and jointly referred to as the "**Applicants**"), informing their intention of reclassification from "Promoter and Promoter Group" category to "Public" category subject to the approval of the Board, no objection/ approval of BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") and approval of the Shareholders of the Company, as per the applicable legal provisions.

Accordingly, as per Regulation 31A of the SEBI Listing Regulations, 2015, the Board of Directors of the Company, at its Meeting held on 14th February, 2025, had considered requests of the following Applicants for reclassification.

Sr. No.	Name of the Applicants i.e. members of the promoter and promoter group seeking reclassification	No. of Equity Shares (Face Value Rs. 2/- each) held of the Company	Percentage of shareholding / voting rights
1.	Anuj Narayandas Rathi	54,47,620	6.93
2.	Narayandas Jagannath Rathi	4,37,650	0.56
3.	Archana Anuj Rathi	Nil	Nil
4.	Anuj Narayandas Rathi (HUF)	Nil	Nil
5.	NJR Finance Private Limited	Nil	Nil
	Total	58,85,270	7.49

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015, the aforesaid Applicants seeking reclassification have confirmed that -

- They do not, together hold more than ten percent of the total voting rights in the listed entity;
- They do not exercise control over the affairs of the listed entity directly or indirectly;
- They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the board of directors (including as a Nominee Director) of the listed entity as Mr. Anuj Rathi had resigned as a Director prior to submission of the request letter;
- They do not act as a key managerial personnel in the listed entity;
- They are not a 'wilful defaulter' as per the Reserve Bank of India guidelines;
- They are not a fugitive economic offender.

Further, the aforesaid Applicants have provided an undertaking that they are compliant with the conditions set out in Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 and that they would continue to comply with the conditions mentioned in Regulation 31A of the SEBI Listing Regulations, 2015 post reclassification from "Promoter and Promoter Group" category to "Public" category.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant. Each Applicant has also confirmed that the Applicant shall:

(a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A(3) of SEBI Listing Regulations, 2015; and

(b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A(3) of SEBI Listing Regulations, 2015 for a period of not less than 3 (three) years from the date of reclassification and thereafter.

Based on the confirmation received from the Applicants, the Board of Directors at its meeting held on 14th February, 2025 noted that the Applicants were not involved in day-to-day operations of the Company and had no participation in the management decisions of the Company and hence the Applicants were seeking reclassification from the "Promoter and Promoter Group" category to "Public" category.

On the basis of the above rationale and in accordance with the provisions of Regulation 31A of the SEBI Listing Regulations, 2015, the said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on 14th February, 2025, which was subject to the receipt of no objection / approvals of the Stock Exchanges and approval of the Shareholders, and/ or such other approval, as may be required.

Also, pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations, 2015:

(i) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations, 2015;

(ii) the trading in the Company's Equity Shares is not suspended by the Stock Exchanges;

(iii) the Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositories.

Based on the approval accorded by the Board and in accordance with Regulation 31A(3) of the SEBI Listing Regulations, 2015, an application seeking no objection / approval of the Stock Exchanges was filed by the Company on 19th February, 2025. Accordingly, the Stock Exchanges, vide their letters dated 4th April, 2025, have provided their no objection / approval for reclassification of the Applicants from the "Promoter/Promoter Group" category to the "Public" category.

The pre and post shareholding of the Company pursuant to the reclassification of the Applicants would be as follows:

Category	% shareholding prior to reclassification	% shareholding post reclassification
Promoter and Promoter Group	23.89%	16.40%
Public	76.11%	83.60%

As per Regulation 31A(3) of the SEBI Listing Regulations, 2015, post receipt of no objection/ approval letters of the Stock Exchanges, the Company is required to obtain approval of the shareholders for reclassification of persons belonging to "Promoter/Promoter Group" category to the "Public" category within a period of sixty days from the date of receipt of no-objection / approval letters from the Stock Exchanges.

Accordingly, the aforesaid proposal for reclassification of the Applicants from "Promoter/Promoter Group" category to the "Public" category is being placed before the members of the Company by way of an Ordinary Resolution and that the Board recommends the **Ordinary Resolution** as set out at **Item no. 1** of this Notice, for approval by the Members of the Company. The Members may note that in accordance with the SEBI Listing Regulations, 2015, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the SEBI Listing Regulations, 2015 shall not vote on this resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

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

MANDAR VELANKAR
GENERAL COUNSEL AND COMPANY SECRETARY
(Membership No. – A14469)

Pune, 23rd April, 2025
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