



# SUDARSHAN PHARMA INDUSTRIES LTD

Head Office : 301, Aura Biplax, Premium Retail, Premises, 7, S.V. Road, Borivali (West), Mumbai - 400092.  
E-mail : compliance@sudarshanpharma.com, Website : www.sudarshanpharma.com  
Board Line : +91-22-42221111/42221116 (100 line) CIN : L51496MH2008PLC184997

## **NOTICE OF POSTAL BALLOT**

*(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (collectively referred to as “**SEBI Circulars**”) and Regulation 44 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of Sudarshan Pharma Industries Limited (“**the Company**”) to be passed by way of postal ballot, only through remote voting by electronic means (“**remote e-voting**”).

The items requiring approval from the members are:

<b>Sr. no.</b>	<b>Particulars</b>	<b>Type of resolution</b>
1	To approve Sub-Division of Face Value of Equity Shares of the Company from Rs. 10/- (Rupees Ten Only) Each to Re. 1/- (Rupee One Only) each.	Ordinary
2	To approve Alteration of Capital Clause of Memorandum of Association of the Company consequent to the Sub-Division of the Face Value of Equity Shares of the Company	Ordinary

An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and are sent to you along with this Postal Ballot Notice for your consideration and approval.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited (“**NSDL**”) an agency authorised by the MCA, to provide remote e-voting facility.

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Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The remote e-voting facility will be available during the following period:

<b>Cut-off date for eligibility to vote</b>	Friday, September 27, 2024
<b>Commencement of remote e-voting period</b>	9.00 a.m. IST on Saturday, October 05, 2024
<b>Conclusion of remote e-voting period</b>	5.00 p.m. IST on Sunday, November 03, 2024

The e-Voting facility will be disabled by National Securities Depository Limited immediately after 5.00 p.m. IST on Sunday, November 3, 2024.

The last date of e-Voting, i.e. Sunday, November 3, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite.

The Board of Directors of the Company have appointed Mr. Vishal Manseta (Membership No.: 25183, COP No.: 8981), Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot remote e-voting process through electronic means in a fair and transparent manner.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorised by the Chairman. The result of the Postal Ballot would be announced by Chairman or Executive Director or any person as may be authorized by him on Monday, November 4, 2024 and the same shall be communicated to the Stock Exchanges, where shares of the Company are listed i.e. [www.bseindia.com](http://www.bseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.sudarshanpharma.com](http://www.sudarshanpharma.com) and on the website of the National Securities Depository Limited at <https://www.evoting.nsdl.com>.

## RESOLUTIONS:

- 1. TO APPROVE SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM RS. 10/- (RUPEES TEN ONLY) EACH TO RE. 1/- (RUPEE ONE ONLY) EACH.**

**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 Section 61(1)(d) of the Companies Act, 2013 (‘Act’) read with Section 64 and all other applicable provisions of the Act and the Companies (Share Capital and Debentures) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consent, permissions and sanctions, as may be required, from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for sub-division of each existing equity share of the Company having face value of Rs.10/- (Rupees Ten only) each fully paid-up into 10 (Ten) equity shares having face value of Re.1/- (Rupee One only) each fully paid-up, ranking pari-passu in all aspects and without altering the aggregate amount of paid-up share capital.

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**Resolved further that**, pursuant to the sub-division of the equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up equity share capital of one (1) equity share having face value of Rs.10/- (Rupees Ten only) each shall stand sub-divided into 10 (Ten) equity shares having face value of Re.1/- (Rupee One only) each from the record date as may be determined by the Board of Directors of the Company (hereinafter referred to as 'the **Board**', which expression shall include any Committee constituted / to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf) and shall rank pari-passu in all respects with the existing fully paid equity share of Rs.10/- each of the Company.

**Resolved further that**, consequent to sub-division / split in face value of equity shares from Rs.10/- each to Re.1/- resulting into 10 Equity Shares of Re.1/- each for existing 1 Equity Share of Rs.10/- each, conversion ratio for warrants so allotted stands changed to 1 (one) Warrant is convertible, at the option of the warrant-holder by paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, into 10 (Ten) Equity Shares of Rs.1/- (Rupee One Only).

**Resolved further that**, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares having face value of Rs.10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the "Record Date" and the Company may without requiring the surrender of existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and shall comply with the prevailing laws / guidelines in this regard and in the case of members who hold the equity shares in dematerialized form / opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of face value of Re.1/- (Rupee One only) each shall be credited proportionately into the respective beneficiary demat account(s) of the members with their respective depository participant(s) and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

**Resolved further that**, the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI Listing Regulations and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchange and the Depositories and / or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split / sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company."

## **2. TO APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONSEQUENT TO THE SUB-DIVISION OF THE FACE VALUE OF EQUITY SHARES OF THE COMPANY**

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



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“**Resolved that**, pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company and on recommendation of the Board of Directors of the Company and subject to such other applicable approval(s) and / or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the members of the Company be and is hereby accorded to substitute the existing Clause V of the Memorandum of Association of the Company with the following:

- V. The Authorized Share Capital of the Company is Rs.35,00,00,000/- (Rupees Thirty Five Crores only) divided into 35,00,00,000 (Thirty Five Crores) Equity Shares of Re.1/- (Rupee One only) each.”

**Resolved further that**, for the purpose of giving effect to the aforesaid resolution, the Board of Directors and or the Company Secretary be and are hereby severally authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and / or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

By order of Board of Directors  
For **Sudarshan Pharma Industries Limited**

Hemal Mehta  
Chairman & Managing Director  
DIN: 02211121

Place: Mumbai  
Date: September 30, 2024



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## Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.
3. In accordance with the provisions of the Act, read with the Rules made thereunder and MCA Circulars, the Postal Ballot notice is being sent only by e-mail to those Members whose e-mail id's are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, September 27, 2024.
4. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
5. The Postal Ballot Notice is also available on the Company's website [www.sudarshanpharma.com](http://www.sudarshanpharma.com), the website of Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and also on the website of National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of commencement of e-voting.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on September 27, 2024. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by National Securities Depository Limited. Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.
9. The Board of Directors of the Company have appointed Mr. Vishal Manseta (Membership no. 25183, COP no. 8981), Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot remote e-voting process through electronic means in a fair and transparent manner.
10. The After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman of the Company of the Company or any other person authorised by the Chairman. The result of the Postal Ballot would be announced by Chairman on Monday, November 4, 2024 and the same shall be communicated to the BSE Limited, where shares of the Company are

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listed i.e. [www.bseindia.com](http://www.bseindia.com) and displayed along with the Scrutinizer's Report on the Company's Website i.e. [www.sudarshanpharma.com](http://www.sudarshanpharma.com) and on the website of the National Securities Depository Limited at <https://www.evoting.nsdl.com>.

11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed on Sunday, October 3, 2024 i.e. the last date of e-Voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a general meeting of the members.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company [www.sudarshanpharma.com](http://www.sudarshanpharma.com) to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

## VOTING THROUGH ELECTRONIC MEANS

### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### 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 December 9, 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-







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	<p>Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders / Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <div data-bbox="779 976 1250 1270" style="text-align: center;"><p><b>NSDL Mobile App is available on</b></p><p> <b>App Store</b>       <b>Google Play</b></p><div style="display: flex; justify-content: space-around;"></div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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.</li><li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on</li></ol>



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	<a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## 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.





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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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - 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.



# SUDARSHAN PHARMA INDUSTRIES LTD

Head Office : 301, Aura Biplax, Premium Retail, Premises, 7, S.V. Road, Borivali (West), Mumbai - 400092.

E-mail : [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com), Website : [www.sudarshanpharma.com](http://www.sudarshanpharma.com)

Board Line : +91-22-42221111/42221116 (100 line) CIN : L51496MH2008PLC184997

## 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. 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 [vishal\\_manseta@rediffmail.com](mailto:vishal_manseta@rediffmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.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](http://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](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto: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 [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)



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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 [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.





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## EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

### Item Nos. 1 & 2:

The Equity Shares of the Company are listed and traded on the BSE Limited. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, the Board of Directors of the Company in its meeting held on September 30, 2024 considered and approved the sub-division / splitting of the existing Equity Shares of the Company, such that each equity share having face value of Rs.10/- (Rupees Ten only) fully paid-up, be sub-divided into Ten (10) equity shares having face value of Re.1/- (Rupee One only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“**Record Date**”), subject to approval of members of the Company.

In case the equity shares are held in physical form, the old share certificates of face value of Rs.10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Re.1/- each, fully paid up, shall be dispatched to the shareholders, in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder’s demat account on record date, in lieu of their existing equity shares.

### Pre and post share capital, authorized, paid-up and subscribed:

Particulars	Pre-Split/Sub-Division			Post-Split/Sub-Division		
	No. of Shares	Face Value (In Rs.)	Total Share Capital (in Rs.)	No. of Shares	Face Value (In Rs.)	Total Share Capital (in Rs.)
Authorised Share Capital	<b>Equity Shares</b>					
	3,50,00,000	10/-	35,00,00,000	35,00,00,000	1/-	35,00,00,000
Issued, Subscribed and paid - up Share-Capital	<b>Equity Shares</b>					
	2,40,65,887	10/-	24,06,58,870	24,06,58,870	1/-	24,06,58,870

Further, it is to be stated that the members of the Company have accorded their approval via Extra Ordinary General Meeting (EGM) held on September 30, 2024 for issuance of up to 9,00,000 (Nine Lakhs Only) Fully Convertible Warrants (“**Warrants**”), to the persons belonging to “Promoter Category”, at an issue price of Rs.169.83/- per Warrant, convertible into Equity Shares of face value of Rs.10/-.



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The allotment of these Warrants is currently pending as Company is awaiting in-principle approval from BSE Limited. Once the Company receives in-principle approval, it shall allot the warrants within a period of 15 days from the date of approval received from BSE Limited. Further, warrants so allotted, warrant holders shall also be entitled of 10 (Ten) Equity Shares of Re.1/- (Rupee One Only) for 1 (one) Warrant, at the time of conversion of warrants by paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018.

The aforesaid Sub-division of equity shares of face value of Rs.10/- requires amendment to the existing Clause V 'Capital Clause' of the Memorandum of Association of the Company.

The Board recommends passing of the resolutions as set out at item nos. 1 & 2 as an Ordinary Resolution(s).

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolutions mentioned at item nos. 1 & 2 except to the extent of their shareholding in the Company.

By order of Board of Directors  
For **Sudarshan Pharma Industries Limited**

Hemal Mehta  
Chairman & Managing Director  
DIN: 02211121

Place: Mumbai  
Date: September 30, 2024

