

Dear Member(s),

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs]

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rules 22 of Companies (Management and Administration) Rules, 2014 and MCA General Circular No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) to transact the following Special Businesses by the Members of Sahyadri Industries Limited (“Company”) by passing the Special / Ordinary Resolution(s) through Postal Ballot by means of remote e-voting.

In view of the widespread pandemic of COVID-19 resulting into nationwide lockdown and social distancing requirements, Circulars were issued by the Ministry of Corporate Affairs inter alia specifying the framework for conduct of special businesses through the mechanism of Postal Ballot in accordance with the framework provided in the aforesaid Circulars. Accordingly, the Postal Ballot Notice is being sent through e-mail to all the shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) / Depository Participant(s) and are entitled to cast their votes as on the Cut-off date 16th October, 2020.

The Members’ consideration and approval is sought for the Ordinary / Special Resolution(s) annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act, setting out the material facts and reasons for the Resolution(s) is also appended herewith and is being sent to the Members for their consideration through email.

In accordance with the aforesaid MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre paid Business Reply Envelope will not be sent to the Members for this Postal Ballot. Accordingly, the proposed Resolution(s) and the Explanatory Statement thereto is sent to you for your considerations vide email. Mr. Suvir G. Saraf, Practicing Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner by the Board.

The Ordinary Resolution shall be declared as passed by Postal Ballot if votes cast in favour exceed the votes cast against the resolution whereas the Special Resolution(s) shall be declared as passed by Postal Ballot if votes cast in favour exceed three times the votes cast against the resolution(s).

You are requested to read the Notes to this Notice and provide your assent (FOR) or dissent (AGAINST), in the electronic form as mentioned in the notes before the close of working hours (5:00 p.m.) on 23rd November, 2020. The Scrutinizer will submit his report to the Chairman / any other Director as authorized by the Company after completion of the remote e-voting Postal Ballot process. Results of the Postal Ballot remote e-voting will be declared by the Chairman / any other Director as authorized by the Company on or before 25nd November, 2020 and shall be also displayed on the website of the Company, vizwww.silworld.in and also communicated to the BSE Limited, where the Company's shares are listed and website of Central Depository Services Limited. The declaration of the results of the Postal Ballot remote e-voting by the Chairman / Director as stated above shall be treated as declaration of results at a meeting of the members as per the provisions of the Companies Act, 2013 and applicable rules thereunder.

Members may note that as required under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, the Company is offering remote e-voting facility to all its Members as a compulsory mode to exercise their right to vote. The Company has engaged the services of Central Depositories Services Limited (CDSL) to provide e-voting facility to members of the Company which would enable them to cast votes electronically. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only Members entitled to vote are allowed to vote under the remote e-voting facility offered by the Company and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given below.

PROPOSED RESOLUTION:

ITEM NO-1

Appointment of Mr. Jayesh P Patel (DIN: 00131517) as Chairman and Whole Time Director

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any and schedule V to the Companies Act, 2013 and based on the recommendation of Nomination and remuneration Committee, approval of members be and is

hereby accorded for the appointment of Mr. Jayesh P. Patel (DIN: 00131517) as Chairman and Whole time Director of the Company for a period 5 years effective from 08th October 2020.

RESOLVED FURTHER THAT, in terms of the provisions of Sections 196, 197,198 and regulation 17 (6) (e) of SEBI (listing obligation and Disclosure Requirements) Regulations 2015 and all other applicable provisions, if any, and Schedule V to the Companies Act, 2013 (including any amendments thereto or re-enactments thereof), and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in accordance with the recommendations of Nomination & Remuneration Committee of the Company , consent of the members be and is hereby accorded for payment of remuneration as mentioned below, for a period 5 years with effect from 08th October 2020:

Terms & conditions and remuneration recommended by Nomination and Remuneration Committee are as follows:

a) Basic Salary:

Rs.6,00,000/- (Rupees Six Lakh only) per month in the grade of Rs. 6,00,000-1,00,000-1,50,000-12,50,000. Minimum remuneration of Rs. 5,00,000/- (Rupees Five Lakh only) in case of loss or inadequacy of profits.

Present basic salary of the Director is Rs.6,00,000/- (Rupees Six Lakh only)

On the recommendation of Nomination and remuneration committee, on 08th October 2020, Basic salary will increase by Rs.1,00,000/-

On the recommendation of Nomination and remuneration committee, on 01st July 2021, salary will increase by Rs.1,00,000/-

On the recommendation of Nomination and remuneration committee, on 01st July 2022, salary will increase by Rs. 1,50,000/-

On the recommendation of Nomination and remuneration committee, on 01st July 2023, salary will increase by Rs. 1,50,000/-

On the recommendation of Nomination and remuneration committee, on 01st July 2024, salary will increase by Rs. 1,50,000/-

b) Allowances:

- i. House rent: House rent allowance of Rs. 80,000/- (Rupees Eighty thousand only) per month.
- ii. Leave travel allowance: Once in a year for self & family in accordance with Rules of the Company not exceeding one month's salary.
- iii. Medical expenses: At Actual

c) Perquisites:

- i. Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii. Contribution to Provident Fund and Superannuation fund or Annuity fund in accordance with the Rules of the Company.
- iii. Free use of car with driver for business of the Company.
- iv. Free telephone facility at residence for official purpose.
- v. Gratuity in accordance with the Rules of the Company. For the purpose of calculation of gratuity; Mr. J. P. Patel shall be deemed to be in the continuous employment of the Company from the date of his originally joining the Company on 15.01.1999 albeit the nature of employment being contractual.
- vi. Mediclaim Insurance coverage for self and family as per the Rules of the Company.
- vii. Group Personal Accident Insurance cover as per the Rules of the Company.
- viii. Entitlement to Leave and Leave encashment in accordance with the Rules of the Company.
- ix. Yearly fees of the clubs subject to maximum of two clubs. This will not include admission or life membership fees.
- x. Sponsorship for Fees and allied expenses for any one post graduation course for senior executive in a reputed institute in India in the tenure of 5 years of appointment.

d) Commission payable

Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profit of the company in a financial year, as may be determined by the Nomination and Remuneration Committee of the Company at the end of each financial year. Such percentage of commission payable would be the same as that for Mr. Satyen Patel, Managing Director for the respective Financial Year. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said act enforce.

e) Minimum Remuneration:

Notwithstanding anything contrary herein contained, where in any financial year and during the currency of the tenure of the Mr. J. P. Patel (DIN: 00131517) Chairman, if Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the terms of the provisions of section 196,197,198 of the Companies act , 2013 and all other provisions , if any, and schedule V to the Companies act , 2013 (including any amendments thereto or re-enactments thereof) , and companies appointment and remuneration of Managerial personnel) rules 2014.

ITEM NO. 2

Revision in remuneration of Mr. Satyen V Patel (DIN: 00131344), Managing Director of the Company

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and in accordance with the regulation 17(6) (e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), as per recommendation of Nomination and Remuneration Committee and such other consents and permission as may be necessary, approval of members of the Company be and is hereby accorded to revision in clause d of the terms and conditions of remuneration of Mr. Satyen V. Patel (DIN: 00131344), as Managing Director of the Company with effect from the 08th October 2020.

RESOLVED FURTHER THAT, rest of the terms and conditions of the original resolution no 6 passed in the 26th Annual General Meeting will remain same.”

Revised **Clause d** of the terms and conditions of Remuneration of Managing Director is as follows:

d) Commission payable

Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profit of the company in a financial year, as may be determined by the Nomination and Remuneration Committee of the Company at the end of each financial year. Such percentage of commission payable would be the same as that for Mr. Jayesh Patel, Chairman and Whole Time Director for the respective Financial Year. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said act enforce.

ITEM NO. 3

Regularization of Mr. Tuljaram Maheshwari (DIN: 00063688) as Director

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

“**RESOLVED THAT**, Mr. Tuljaram Maheshwari (DIN: 00063688), who was appointed by the Board of Directors as an Additional Director of the Company effective from 08th October 2020

and to hold office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.”

ITEM NO. 4

Appointment of Mr. Tuljaram Maheshwari (DIN: 00063688) as Executive Whole Time Director

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

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, and all other applicable provisions, if any and schedule V to the Companies Act, 2013 and based on the recommendation of Nomination and remuneration Committee , Mr. Tuljaram Maheshwari (DIN: 00063688)who was appointed as an Additional Whole time Director of the Company by the Board of Directors with effect from 08th October, 2020,be and is hereby appointed as Executive Whole time Director of the Company for a period 5 years effective from 08th October 2020.

RESOLVED FURTHER THAT, in terms of the provisions of Sections 196, 197,198 and all other applicable provisions, if any, and Schedule V to the Companies Act, 2013 (including any amendments thereto or re-enactments thereof), and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in accordance with the recommendations of Nomination & Remuneration Committee of the Company , consent of the members be and is hereby accorded to the remuneration as mentioned below, for a period 5 years with effect from 08th October 2020:

Terms & conditions and remuneration recommended by Nomination and Remuneration Committee are as follows:

i. Basic Salary:

Present basic salary of the Director is Rs. 1,99,485/- p.m. (Rupees One Lakh Ninety Nine Thousand Four Hundred eighty five only per month)

Director would be entitled for increase in total remuneration not exceeding Rs. 20,00,000 (Twenty Lacs) per annum from July 1, 2021 but same would be discussed and recommended by Nomination and Remuneration Committee accordance to the Company’s Policy.

ii. Allowances:

- i. House rent: House rent allowance of Rs. 99,742/- p.m. (Rupees Ninety Nine Thousand Seven Hundred Forty Two only) per month.

- ii. Leave travel allowance: 19,948/- p.m. (Nineteen Thousand Nine Hundred and Forty Eight only)
- iii. Other Conveyance Allowances : 63,472/- p.m. (Sixty Three Thousand Four Hundred Seventy Two only)
- iv. Special Allowance: Rs. 2,08,333/- (Two Lakh Eight Thousand Three Hundred and Thirty Three only) p.m.

iii. Perquisites:

- i. Payment of Bonus/ex-gratia amount as may be declared by the Company.
- ii. Contribution to Provident Fund and Superannuation fund or Annuity fund in accordance with the Rules of the Company.
- iii. Gratuity in accordance with the Rules of the Company.
- iv. Mediciam Insurance coverage for self and family as per the Rules of the Company.
- iv. Group Personal Accident Insurance cover as per the Rules of the Company.
- v. Entitlement to Leave and Leave encashment in accordance with the Rules of the Company.

vi. Performance Allowance:

Such remuneration by way of super performance allowance not exceeding Rs. 20,00,000 (Rupees Twenty Lakh) per annum would be paid yearly.

This Super performance allowance would be paid based on performance of the Director and would be determined by the Managing Director and Nomination and Remuneration Committee of the Company at the end of each calendar year over and above the salary, allowances and perquisites payable as mentioned **i**, **ii**, and **iii** above.

The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said act enforce.

vii. Minimum Remuneration:

Notwithstanding anything contrary herein contained, where in any financial year and during the currency of the tenure of the Mr. Tuljaram Maheshwari (DIN: 00063688) Executive Whole Time Director, if Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above, subject to the terms of the provisions of section 196,197,198 of the Companies act , 2013 and all other provisions , if any, and schedule V to the Companies act, 2013 (including any amendments thereto or re-enactments thereof), and companies appointment and remuneration of Managerial personnel) rules 2014.

ITEM NO. 5

Regularization of Mr. Suresh Joshi (DIN: 00130591) as Director

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

“RESOLVED THAT, Mr. Suresh Joshi (DIN: 00130591), who was appointed by the Board of Directors as an Additional Director of the Company effective from 08th October 2020 and to hold office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.”

ITEM NO. 6

Appointment of Mr. Suresh Joshi (DIN: 00130591) as Executive Whole Time Director

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

“RESOLVED THAT, pursuant to provisions of Section 196, 197, 203 and all other applicable provisions, if any and schedule V to the Companies Act, 2013 and based on the recommendation of Nomination and remuneration Committee Mr. Suresh U Joshi (DIN: 00130591) who has already attained the age of 70 years, be and is hereby appointed as a Executive Whole time Director of the Company for a period 5 years effective from 08th October 2020.

RESOLVED FURTHER THAT, in terms of the provisions of Sections 196, 197,198 and all other applicable provisions, if any, and Schedule V to the Companies Act, 2013 (including any amendments thereto or re-enactments thereof), and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and in accordance with the recommendations of Nomination & Remuneration Committee of the Company , consent of the members be and is hereby accorded to the remuneration as mentioned below, for a period 5 years with effect from 08th October 2020:

Terms & conditions and remuneration recommended by Nomination and Remuneration Committee are as follows:

Consolidate Remuneration:

Present Consolidate remuneration of the Director is Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month

Any change in the salary will as per recommendation of Nomination and Remuneration Committee and as per policy of the Company.

ITEM NO. 7

Appointment of Mr. Vijay I Bhatia (DIN: 00409122) as Independent Director

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

“RESOLVED THAT, Mr. Vijay I Bhatia (DIN: 00409122), who was appointed by the Board of Directors as an Additional Director of the Company effective 08th October 2020 and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT, pursuant to the provisions of the Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vijay I Bhatia (DIN 00409122), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 08th October, 2020, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 08th October 2020 to 07th October 2025 and whose office shall not be liable to retirement by rotation.”

**On Behalf of the Board of the Directors
FOR SAHYADRI INDUSTRIES LIMITED**

Date: 08/10/2020
Place: Pune

**Sd/-
Jayesh Patel
DIN: 00131517
Chairman and Whole time Director**

**Sd/-
Satyen Patel
DIN: 00131344
Managing Director**

NOTES

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto. The said resolutions and explanatory statements are being sent to you for your consideration vide e-mail.
2. In view of the COVID-19 related lockdown and social distancing requirements, the Postal Ballot Notice along with the Explanatory Statement thereof is being sent through electronic mode to those Members, whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent (“RTA”) / Depository Participant(s). Those Members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / RTA / Company to enable servicing of notices / documents / Annual Reports electronically to their email address. For members who have not received the notice due to change / non-registration of their e-mail address with the Company / RTA / Depository Participants, they are requested to contact with RTA on support@sharexindia.com for registering their mail ID. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only and services of Central Depository Services Ltd (CDSL) have been engaged for the same.
3. The Members who have not received any communication regarding this Postal Ballot remote e-voting for any reason whatsoever, the Member is requested to contact the Company at cs@silworld.in or M/s Link Intime India Pvt Ltd. at support@sharexindia.com between 09:00 am to 05:00 pm IST on all working days, except Sunday.
4. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on support@sharexindia.com Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
5. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. 16th October, 2020 (as on close of working hours) will be considered for the purpose of voting.
6. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 16th October, 2020 (as on close of working hours).
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details

pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).

9. Resolutions passed by the Members through Postal Ballot will be deemed to have been passed as if they have been passed at a General Meeting of Members. The resolution if approved shall be deemed to have been passed on the last date of voting, that is, 23rd November 2020. The e-voting on resolutions will begin on 25th October 2020 at 09:00 AM and will end on 23rd November 2020 at 05:00 PM.
10. A copy of draft letter of appointment / re-appointment of Independent Director(s) and other related documents, if any, shall be available for inspection at the website of the Company, viz. www.silworld.in upto the date of declaration of the results.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders / Members
- IV. Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

VIII. After entering these details appropriately, click on “SUBMIT” tab.

IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

XII. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- XIII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XVII. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- XIX. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") to the accompanying Notice:

Item No 1

Board of the Company in its meeting held on 15th June 2020 had re-appointed Mr. Jayesh Patel (DIN: 00131517) as Chairman and Whole time Director of the Company and also revised his remuneration. The said appointment and revised remuneration was subject to the approval of Members in the ensuing Annual General Meeting.

Accordingly, resolution no 5 of notice of 26th Annual General Meeting of the Company dealing with re-appointed Mr. Jayesh Patel (DIN: 00131517) as Chairman and Whole time Director of the Company and revision in his remuneration was placed before the members for their voting.

Further informed that, as per report received from scrutinizers of the meeting, the said resolution no 5 was voted out by the members of the meeting but considering overall experience and contribution of Mr. Jayesh Patel in the growth and development of the Company, Management of the Company has decided that to reconsider appointment of Mr. Jayesh Patel (DIN: 00131517) as Chairman and Whole time Director of the Company.

Accordingly, The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended appointment of Mr Jayesh Patel as Chairman and Whole Time Director of the Company. The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr Jayesh Patel would be beneficial to the Company and it is desirable to continue to avail his services as Chairman and Whole Time Director. Accordingly, it is proposed to appoint Mr Jayesh Patel as Chairman and Whole Time Director of the Company, liable to retire by rotation

Mr. Jayesh P. Patel is interested in the resolution set out at Item No.1 of the Notice. Other relatives of Mr. Jayesh P. Patel may be shareholders of the Company. The interest in the resolutions of these related parties co-exists to the extent of the interest of the concerned Director to whom they are related. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

In the opinion of the Board, Mr Jayesh Patel fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as a Chairman and Whole Time Director of the Company and also possess appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively.

Profile of Director

| JAYESH PATEL | |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| Age | 51 years |
| Qualification | B.Com, Pune University MBA from Middlesex University, UK |
| Experience (including expertise in specific functional area) /Brief Resume | More than 20 Years of Experience in the field of Building Material Manufacturing |
| Terms and Conditions of Re-appointment | As mentioned in Item No. 1 of the Notice |
| Remuneration last drawn(including sitting fees, if any) | 155.32 Lakh per annum for FY 19-20 |
| Remuneration proposed to be paid | As mentioned in Item No. 1 of the Notice |
| Date of first appointment on the Board | 15/01/1999 |
| Shareholding in the Company as on March 31, 2020 | 579350 equity shares of Rs. 10/- each |
| Relationship with other Directors / Key Managerial Personnel | Cousin brother of Mr. Satyen P Patel, Managing Director of the Company |
| Number of meetings of the Board attended during the financial year (2019-20) | 8 |
| Directorships of other Boards as on March 31, 2020 | Poonam Roofing Products Private Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2020 | 0 |

The Board recommends Special resolution as set out at Item No. 1 of the Postal Ballot Notice for approval by the Members.

Item No 2

Mr. Satyen Patel, was re-appointed as Managing Director of the Company with effect from 01st July 2020 for the period of Five Years by Board of Directors in their meeting held on 15th June 2020 and later his appointment was approved by members of the Company in the 26th Annual General Meeting held on 29th September 2020.

Further, considering contribution of Mr. Satyen Patel in performance and growth of the Company under his leadership and guidance, management has decided to revise the terms and conditions of remuneration paid to the Mr. Satyen Patel, Managing Director of the Company. The Nomination and Remuneration Committee in their meeting held on 08th

October 2020 has recommended the revision in *Clause d* of terms and conditions of remuneration which was approved by the Board in their meeting held on 08th October 2020 Pursuant to the provisions of Section 197 read with schedule V of the Companies Act 2012 requires approval of the members.

The change recommended by Nomination and Remuneration Committee is as follows:

d. Commission payable

Such remuneration by way of commission not exceeding 10%, in addition to the salary, allowances and perquisites payable, calculated with reference to the net profit of the company in a financial year, as may be determined by the Nomination and Remuneration Committee of the Company at the end of each financial year. Such percentage of commission payable would be the same as that for Mr. Jayesh Patel, Chairman and Whole Time Director for the respective Financial Year. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with schedule V to the said act enforce.

Rest of the terms and conditions of the original resolution no 6 passed in the 26th Annual General Meeting will remain same.

Mr. Satyen V. Patel is interested the resolution set out at Item No. 2 of the Notice. Other relatives of Mr. Satyen V. Patel may be shareholders of the Company. The interest in the resolutions of these related parties co-exists to the extent of the interest of the concerned Director to whom they are related. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends Special resolution as set out at Item No. 2 of the Postal Ballot Notice for approval by the Members.

Item No 3 & 4

Mr. Tuljaram Maheshwari (DIN 00063688) was appointed as an Additional (Whole time) Director by the Board with effect from 08th October, 2020 to hold office for a term of 5 (five) consecutive years subject to approval of Members. In view of the above, it is proposed to appoint Mr. Tuljaram Maheshwari as an Executive Whole Time Director under section 203 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) liable to retire by rotation. The Company has received from Mr. Tuljaram Maheshwari (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies

(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and other related documents.

Profile of Director

| TULJARAM MAHESHWARI | |
|------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 61 years |
| Qualification | B.Com, University of Rajasthan Chartered Accountant – ICAI |
| Experience (including expertise in specific functional area) /Brief Resume | He has a varied and rich experience of 38 years with large organizations in the field of strategic planning, general administration, corporate finance, accounts and audit, sales and marketing operations, joint ventures, mergers and acquisitions etc |
| Terms and Conditions of Appointment | As mentioned in Item No. 4 of the Notice |
| Remuneration last drawn(including sitting fees, if any) | NA |
| Remuneration proposed to be paid | As mentioned in Item No. 4 of the Notice |
| Date of first appointment on the Board | 08/10/2020 |
| Shareholding in the Company as on March 31, 2020 | Nil |
| Relationship with other Directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during the financial year (2019-20) | 2 as (CEO and CFO) |
| Directorships of other Boards as on March 31, 2020 | Somany Ceramics Limited (Non Executive Director) |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2020 | 0 |

In the opinion of the Board, Mr. Tuljaram Maheshwari fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Executive Whole time Director of the Company and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Tuljaram Maheshwari as an Executive Whole time Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company upto the date of declaration of the results.

The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. Tuljaram Maheshwari as an Executive Whole Time Director. The Board recommends the resolution in relation to the appointment of Mr. Tuljaram Maheshwari as Executive Whole Time Director, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Tuljaram Maheshwari are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 3 & 4. This explanatory statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends Ordinary resolution as set out at Item No. 3 and Special Resolution as set out at Item No. 4 of the Postal Ballot Notice for approval by the Members.

Item No 5 & 6

Mr. Suresh Joshi (DIN 00130591) was appointed as an Additional (Whole time) Director by the Board with effect from 08th October, 2020 to hold office for a term of 5 (five) consecutive years subject to approval of Members. In view of the above, it is proposed to appoint Mr. Suresh Joshi as an Executive Whole Time Director under section 203 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) liable to retire by rotation. The Company has received from Mr. Suresh Joshi (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and other related documents.

Profile of Director

| SURESH JOSHI | |
|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Age | 76 Years |
| Qualification | B.Com, Pune University LLB, Pune University Chartered Accountant – ICAI |
| Experience (including expertise in specific functional area) /Brief Resume | He has rich experience of 40 years in the field of taxation, Corporate Legal matters, |

| | |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| | corporate finance, accounts and audit, joint ventures, mergers and acquisitions |
| Terms and Conditions of Appointment | As mentioned in Item No. 6 of the Notice |
| Remuneration last drawn(including sitting fees, if any) | NA |
| Remuneration proposed to be paid | As mentioned in Item No. 6 of the Notice |
| Date of first appointment on the Board | 24/02/2006 |
| Shareholding in the Company as on March 31, 2020 | 1865 equity shares of Rs. 10/- each |
| Relationship with other Directors / Key Managerial Personnel | Nil |
| Number of meetings of the Board attended during the financial year (2019-20) | Nil |
| Directorships of other Boards as on March 31, 2020 | Nil |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2020 | Nil |

In the opinion of the Board, Mr. Suresh Joshi fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as a Executive Whole time Director of the Company and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Suresh Joshi as an Executive Whole time Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company upto the date of declaration of the results.

The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. Suresh Joshi as Executive Whole Time Director. The Board recommends the resolution in relation to the appointment of Mr. Suresh Joshi as Executive Whole Time Director, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Suresh Joshi are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 5 & 6. This explanatory statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends Ordinary resolution as set out at Item No. 5 and Special Resolution as set out at Item No. 6 of the Postal Ballot Notice for approval by the Members.

Item No 7

Mr. Vijay I Bhatia (DIN 00409122) was appointed as an Additional and Independent Director by the Board with effect from 08th October, 2020 to hold office for a term of 5 (five) consecutive years, subject to approval of Members. In view of the above, it is proposed to appoint Mr. Vijay I Bhatia as an Independent Director under Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) not liable to retire by rotation, and to hold office upto the respective date as mentioned herein.

The Company has received from Mr. Vijay I Bhatia (i) consent in writing to act as director in Form DIR 2 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and other related documents.

Profile of Director

| VIJAY BHATIA | |
|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age | 62 Years |
| Qualification | B.Sc, Mumbai University Chartered Accountant – ICAI Cost and Works Accountant – ICWAI |
| Experience (including expertise in specific functional area) /Brief Resume | He has over 30 years of experience in the field of taxation, risk management, international tax planning, business structuring and off shore fund structuring. |
| Terms and Conditions of Appointment | NA |
| Remuneration last drawn(including sitting fees, if any) | NA |
| Remuneration proposed to be paid | NA |
| Date of first appointment on the Board | 08/10/2020 |
| Shareholding in the Company as on March 31, 2020 | Nil |
| Relationship with other Directors / Key Managerial Personnel | Nil |

| | |
|------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| Number of meetings of the Board attended during the financial year (2019-20) | Nil |
| Directorships of other Boards as on March 31, 2020 | 1. Compact Capital Limited 2. Compact Capital Advisors Pvt Ltd 3. Market Metrics Analytics Pvt Ltd 4. Sun Automation Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2020 | Nil |

In the opinion of the Board, Mr. Vijay Bhatia fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management and also possesses appropriate balance of skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively. Copy of the draft letter of appointment of Mr. Vijay Bhatia as an Independent Director setting out the terms and conditions would be available for inspection by the Members on the website of the Company upto the date of declaration of the results.

The Board considers that his association would be of an immense benefit to the Company and it is desirable to avail services of Mr. Vijay Bhatia as an Independent Director. The Board recommends the resolution in relation to the appointment of Mr. Vijay Bhatia as an Independent Director, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives other than Mr. Vijay Bhatia are concerned or interested, financial or otherwise, in the resolution set out at an Item No. 7. This explanatory statement may also be regarded as disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends Ordinary resolution as set out at Item No. 7 of the Postal Ballot Notice for approval by the Members.

**On Behalf of the Board of the Directors
FOR SAHYADRI INDUSTRIES LIMITED**

Date: 08/10/2020
Place: Pune

**Sd/-
Jayesh Patel
DIN: 00131517
Chairman and Whole time Director**

**Sd/-
Satyen Patel
DIN: 00131344
Managing Director**