



SAHYADRI INDUSTRIES LIMITED

Registered Office :

Swastik House, 39/D, Gultekdi, J.N.Marg, Pune-411 037,
Maharashtra, India.

Tel. No. : +91 20 2644 4625 / 26 / 27, E-mail : cs@silworld.in, Website:

www.silworld.in CIN: L26956PN1994PLC078941

POSTAL BALLOT NOTICE

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies(Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below is proposed to be passed by the members of Sahyadri Industries Limited (“the Company”) by means of Postal Ballot, only through remote e-voting process (“E-Voting”), pursuant to Sections 108, 110 of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act, if any, read with its Rules, the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars issued by MCA, the latest being No. 03/2025 dated September 22, 2025, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Securities and Exchange Board of India (“SEBI”) Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (“SEBI Master Circular”), 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(s) or re-enactment(s) thereof for the time being in force).

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, pertaining to the proposed resolution setting out the material facts and the reasons thereof, and additional information as required under the Act, Regulation 36 of the SEBI Listing Regulations and SS- 2, are annexed hereto and forms part of this Notice.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, 15th May 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

The Board of Directors have appointed Mrs. Ashwini Inamdar (C P No. 11226), Partner of M/s. Mehta & Mehta, Company Secretaries, or failing of her Mr. Atul Mehta (C P No. 2486), Partner of M/s. Mehta & Mehta, Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the Postal Ballot (E-Voting) shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote E-Voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes annexed to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Monday, 22nd June 2026 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his/her report, after the completion of scrutiny, to the Chairman and Whole time Director of the Company or any person authorized by him. The results of E-Voting will be announced on or before Wednesday, 24th June 2026 and will be displayed on the Company's website www.silworld.in and will also be communicated to the Stock Exchanges and National Securities Depository Limited ("NSDL").

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). The Company has engaged the services of National Securities Depository Limited ("NSDL") 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.

SPECIAL BUSINESS

ITEM NO. 1: APPOINTMENT OF MR. SUNIL SURATWALA (DIN: 00490715) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED THAT, Mr. Sunil Suratwala (DIN: 00490715), who was appointed by the Board of Directors as an Additional Director of the Company pursuant to the recommendation of Nomination and Remuneration Committee effective from 9th May 2026 and who holds office till the approval of shareholders 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sunil Suratwala (DIN: 00490715), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with Schedule IV to the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 9th May 2026 to 8th May 2031.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2: RE-APPOINTMENT OF MRS. MOUSHMI SHAHA (DIN: 02915342) AS INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 16(1)(b), Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Moushmi Shaha (DIN: 02915342), who holds office as an Independent Director up to 21st July 2026 and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 22nd July 2026 up to 21st July 2031.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

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

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

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

Date: 9th May 2026

Place: Pune

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules made thereunder, setting out all material facts relating to the proposed resolutions, in respect of Special Business of the Postal Ballot Notice and additional information as required under the Act, Regulation 36 of the SEBI Listing Regulations and SS- 2, are annexed hereto.
2. This Postal Ballot Notice will also be available on the Company's website at www.silworld.in , websites of the Stock Exchanges i.e BSE Limited at www.bseindia.com/ and NSE Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on Friday, 15th May 2026 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
4. 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 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 Investor.helpdesk@in.mpms.mufig.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 National Securities Depository Limited ("NSDL") have been engaged for the same.
5. 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 MUFG Intime India Private Limited (Insta Vote) (Formerly known as Link Intime India Private Limited), Registrar and Transfer Agent of the Company at Investor.helpdesk@in.mpms.mufig.com between 10:00 am to 05:00 pm IST on all working days, except Sunday.
6. Members holding shares in physical format and who have not registered their e-mail addresses with the Company/RTA can now register the same by sending an e-mail to the RTA on Investor.helpdesk@in.mpms.mufig.com. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
7. Members, whose names appear in the Register of Members / list of Beneficial Owners received on the cut-off date i.e. 15th May 2026 (as on close of working hours) will be considered for the purpose of voting.
8. 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. 15th May 2026 (as on close of working hours).
9. A member cannot exercise his vote by proxy on Postal Ballot. (e-voting).
10. The resolution, if approved, shall be deemed to have been passed on the last date of E-Voting i.e. 22nd June 2026.
11. 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 and one Marathi Newspaper each with wide circulation in the district, where the Registered Office of the Company is situated.

12. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@silworld.in.
13. Contact details of the persons responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

<p>Company Company Secretary Sahyadri Industries Limited Regd. Off: 39/D, Gultekdi, J.N.Marg, Pune -411038 Phone: 020-26444625/26/27 Email: cs@silworld.in Web: www.silworld.in</p>	<p>Registrar and Share Transfer Agent M/s MUFG Intime India Pvt Ltd. C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai 400083. Phone: 022-49186270, Fax : 022-49186060 Email: Investor.helpdesk@in.mpms.mufg.com</p>
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14. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The E-Voting facility will be available during the following period:

Commencement of E-Voting:	9:00 a.m. (IST) on 24 th May 2026.
End of E-Voting:	5:00 p.m. (IST) on 22 nd June 2026.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled upon expiry of the aforesaid period.

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.

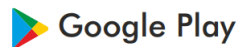
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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.

2. 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.
3. 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>
4. 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.
5. 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



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.

	<p>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.</p> <p>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.</p> <p>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.</p>
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 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 101456 then user ID is 101456001***.

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. 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 ashwini.i@mehta-mehta.com with a copy marked to 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 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 Ms. Pallavi Mhatre, Senior Manager – NSDL or Mr. Amit Vishal, Deputy Vice-President – 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 cs@silworld.in
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 cs@silworld.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
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.

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.

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

Sd/ Jayesh P Patel Chairman and Whole time Director DIN: 00131517	Sd/ Satyen V Patel Managing Director DIN:00131344
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Date:9th May 2026

Place: Pune

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Resolutions 1 and 2 of the accompanying Notice along with the disclosures as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standards on General Meetings:

ITEM NO. 1: APPOINTMENT OF MR. SUNIL SURATWALA (DIN: 00490715) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Pursuant Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirements) 2015, Nomination and Remuneration Committee has considered the appointment of Mr. Sunil Suratwala (DIN: 00490715) as an Independent Director and recommended to the board to appoint of Mr. Sunil Suratwala as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 9th May 2026 to 8th May 2031 subject to approval of Members.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1), 149 of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had appointed Mr. Sunil Suratwala as an Additional Director of the Company in the category of Independent Director for a term of 5 (Five) consecutive years with effect from 9th May 2026 to 8th May 2031 subject to approval of shareholders.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Act read with Schedule IV to the Companies Act, 2013 and under Regulation 16(b) of the Listing Regulations and has registered himself in the data bank of persons offering to become Independent Directors in compliance of Rule 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Mr. Sunil Suratwala has also confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as an Independent Director. The Board of Directors have taken on record the declarations, and confirmation submitted by Mr. Sunil Suratwala.

The Company has also received notice under Section 160 of the Companies Act 2013, from a member proposing the appointment of Mr. Sunil Suratwala as an Independent Director.

In the opinion of the Board, Mr. Sunil Suratwala fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and Reg. 16(b) and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Nomination and Remuneration Policy of the company for his appointment as Independent Director of the Company and is independent of the management. Considering the extensive knowledge and experience of Mr. Sunil Suratwala as well as his educational background, appointment of Mr. Sunil Suratwala as an Independent Director is in the interest of the Company.

Copy of the draft letter of appointment of Independent Director setting out the terms and conditions would be available for virtual inspection without any fee by the members on the website of the Company.

The Board considers that Mr. Sunil Suratwala association would be of immense benefit to the Company as Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Independent Director for the approval by the shareholders of the Company by way of Special Resolution.

Mr. Sunil Suratwala would be entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof where he is a member.

None of the Directors other than Mr. Sunil Suratwala, and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Sunil Suratwala may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board recommends the special resolution as set out at Item No.1 of the Notice for approval by the shareholders.

ITEM NO. 2: RE-APPOINTMENT OF MRS. MOUSHMI SHAHA (DIN: 02915342) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF FIVE YEARS.

Mrs. Moushmi Shaha was appointed as Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014, by the Shareholders to hold office for a second term of 5 consecutive years w.e.f. 22nd July 2021.

The Nomination & Remuneration Committee at its Meeting held on 9th May 2026 considering the knowledge, acumen, expertise and experience in the field of accounts, finance, audit and others and the consent along with the declaration received from Mrs. Shaha to confirm that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 read with Schedule IV to the Act and under Regulation 16 (1) (b), Regulation 17 and other applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority, has recommended to the Board that continued association of the Director as an Independent Directors would be in the interest of the Company.

Based on the above, the Nomination & Remuneration Committee and the Board has recommended the re-appointment of Mrs. Moushmi Shaha as Independent Director on the Board of the Company, to hold office for the second term of five consecutive years commencing from 22nd July 2026 up to 21st July 2031 and not liable to retire by rotation.

None of the Directors other than Mrs. Moushmi Shaha and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of others Mrs. Moushmi Shaha may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board recommends the special resolution as set out at Item No. 2 of the Notice for approval by the shareholders.

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

Sd/	Sd/
Jayesh P Patel	Satyen V Patel
Chairman and	Managing
Whole time Director	Director
DIN: 00131517	DIN:00131344

Date:9th May 2026

Place: Pune

Annexure to Notice
Details of Directors seeking appointment (In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of the Director	Mr. Sunil Suratwala	Mrs. Moushmi Shaha
Director Identification Number (DIN)	00490715	02915342
Date of Birth	26/09/1966	11/05/1981
Age	59 years	45 years
Date of Appointment	9th May 2026	22nd July 2021
Brief Profile	CA Sunil Suratwala holds a Bachelor of Commerce degree and is a distinguished fellow member of The Institute of Chartered Accountants of India. Mr. Suratwala has over 35 years of extensive experience in assurance services, compliance, advisory, and litigation within the realms of corporate law, taxation, and regulatory affairs, CA Sunil Suratwala brings a wealth of expertise to the table. His adeptness lies in providing comprehensive solutions that harmonize with diverse legal frameworks and regulatory landscapes, underscoring his invaluable contribution to any collaborative endeavor.	
Qualifications	Bachelor of Commerce degree and is a fellow member of The Institute of Chartered Accountants of India.	Master of Commerce degree from Pune University and fellow member of The Institute of Chartered Accountants of India
Experience	over 35 years of extensive experience in assurance services, compliance, advisory, and litigation within the realms of corporate law, taxation and regulatory affairs.	More than 21 years of experience in Finance, Accounts, Audits & Financial Trainings.
Expertise in specific functional areas	Mr. Sunil Suratwala has expertise in assurance services, compliance, advisory, and litigation within the realms of corporate law, taxation and regulatory affairs.	Mrs. Moushmi Shaha has expertise in Finance, Accounts, Audits & Financial Trainings.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Skills and capabilities in the fields of accounts, finance, compliance and taxation, will be beneficial for the Company's business operations and governance.	skills, and capabilities in the fields of accounts, finance and audit, will be beneficial for the Company's business operations and governance.

Directorships held in other companies (excluding foreign companies and Sahyadri Industries Limited)	SMSCO Global Advisory Private Limited	Nil
Membership/Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
Inter-se relationship with other Directors and Key Managerial personnel	Nil	Nil
Remuneration	No remuneration other than Sitting Fee	No remuneration other than Sitting Fee
Number of shares held in the Company	None	Nil
Number of Meetings of the Board attended during the year	0	7
Names of listed entities from which Director has resigned in the past three years.	Nil	Nil