

**NOTICE OF THE ANNUAL GENERAL MEETING**

To all Members,

Notice is hereby given that the Thirtieth Annual General Meeting of the members of SDF Industries Limited will be held on Tuesday the 29<sup>th</sup> day of December 2020 at 10.30 a:m through Video Conferencing/Other Audio Visual Means(“VC/OAVM”) Facility to transact the following business.

**AGENDA****ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 including audited Balance Sheet as at 31<sup>st</sup> March, 2020 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K.V. Viswamohan (DIN: 00666339) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS**

3. **To appoint Mr. Ranjiit Taunk (DIN: 00053780) as an Independent Director and in this regard, pass the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to provisions of Section(s) 149,152,160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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) the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of Nomination and Remuneration Committee, and the Board of Directors, Mr. Ranjiit Taunk (DIN: 00053780) who was appointed as an additional director of the Company by the Board of Directors, with effect from 14<sup>th</sup> September 2020, and who holds office upto the date of this Annual General Meeting pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended from time to time and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> December 2020 to hold office for a term of five consecutive years with effect from 29<sup>th</sup> December 2020 and that his period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. Ranjiit Taunk (DIN: 00053780) who will attain the age of 75 (seventy five) years on September 15, 2025, as an Independent Director of the Company till the expiry of his term of office."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**4. To appoint Mr. Vinoo.P.Stephen (DIN: 08876495) as a Director and in this regard pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Vinoo.P.Stephen, (DIN 08876495), who was appointed as an Additional Director of the Company by the Board of Directors, to hold office with effect from 14<sup>th</sup> September 2020 and who holds office upto the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Vinoo.P.Stephen (DIN: 08876495) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall, while holding such Office as the Director, be liable to retire by rotation.

**5. To appoint Mr. Vinoo.P.Stephen (DIN: 08876495) as a Whole-time Director cum CFO and in this regard pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. Vinoo.P.Stephen , (DIN 08876495) as Whole Time Director of the Company (Designated as "Whole Time Director cum Chief Financial Officer") for a period from 14<sup>th</sup> September 2020 to 30<sup>th</sup> September, 2022 on the terms and conditions, as set out in below and shall be liable to retire by rotation.

**Terms and conditions of appointment**

The tenure of the Whole Time Director shall be for a period from period from 14<sup>th</sup> September 2020 to 30<sup>th</sup> September 2022 on a Salary of Rs 75,250 (Rupees Seventy Five Thousand Two Hundred Fifty only) per month with such increments as may be determined by the Board of Directors of the Company from time to time. During his tenure as Whole Time Director, he shall be liable to retire by rotation and the same shall not be treated as break in the service as Whole Time Director.

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Mr. Vinoo.P.Stephen, Whole-time Director as specified in Schedule V of the Companies Act, 2013 (as amended).

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**6. To appoint Mr. G. Sudhakaran Nair (DIN: 08910726) as an Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to provisions of Section(s) 149,152,160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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) the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of Nomination and Remuneration Committee, and the Board of Directors, Mr. G. Sudhakaran Nair (DIN: 08910726) who was appointed as an additional director of the Company by the Board of Directors, with effect from 15<sup>th</sup> October 2020, and who holds office upto the date of this Annual General Meeting pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, as amended from time to time and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> December 2020 to hold office for a term of five consecutive years with effect from 29<sup>th</sup> December 2020 and that his period of office shall not be liable to retire by rotation.

**7. To appoint Ms. K.V Vinaya (DIN: 08492445) as a Director and in this regard pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Ms. K.V Vinaya, (DIN 08492445) who was appointed as an Additional Director of the Company by the Board of Directors, to hold office with effect from 15<sup>th</sup> October 2020 and who holds office upto the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Ms. K.V Vinaya (DIN: 08492445) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall, while holding such Office as the Director, be liable to retire by rotation.

**8. To appoint Mr. K.V. Viswamohan (DIN: 00666339), Chairman as a Whole-time Director and in this regard pass the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 199, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, if any as may be necessary, consent of the Company be and is hereby accorded to the appointment of Mr. K.V Viswamohan , DIN 00666339 as Chairman and Whole Time Director of the Company for a period of 3 years with effect from 21st November 2020 on the terms and conditions, as set out below as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors at their meeting held on 21st November 2020.

Terms and Conditions of appointment:

The tenure of the Whole Time Director shall be for a period of 3 years with effect from 21st November 2020 on a Remuneration maximum up to 30 Lakhs per annum with such increments as may be determined by the Board of Directors of the Company from time to time. During his tenure as Whole Time Director, he shall be liable to retire by rotation and the same shall not be treated as break in the service as Whole Time Director.

“FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration and perquisites mentioned above shall be the minimum remuneration payable to Mr.K.V Viswamohan, Chairman and Whole-time Director as specified in Schedule V of the Companies Act, 2013 (as amended).

"RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof and subject to such other approvals as may be necessary in this regard,, the consent of the members of the Company be and is hereby accorded to continue the directorship of Mr. K.V Viswamohan (DIN: 00666339) who has attained the age of 70 (seventy) years as the Chairman & Whole Time Director of the Company for a period of 3 years with effect from 21st November 2020"

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**9. Contribution to bonafide charitable funds and in this regard pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 181 and other provisions, if any, of the Companies Act, 2013 or rules made thereunder, consent of the members of the Company be and is hereby granted to the Board of Directors to contribute, donate, subscribe or otherwise

provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, Institutions, trust, organisation, not directly relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large and/or incur any expenditure on their behalf, upto an amount not exceeding Rs. 5,00,000/- (Rupees Five Lakhs only) notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years.”

**Notes:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the Notice is annexed hereto.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020 and September 28, 2020 (collectively referred to as “MCA Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM, may refer to the procedure to be adopted as mentioned in serial No 25 below.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [mds@mdsassociates.in](mailto:mds@mdsassociates.in) with a copy marked to [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in).
5. The Register of Members and share transfer books of the Company will remain closed from 23<sup>rd</sup> December 2020 (Wednesday) to 29<sup>th</sup> December 2020 (Tuesday) (both days inclusive) as per Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013.

6. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account No., name of the Bank, Branch, IFSC code, MICR code and place with PIN Code) to their respective Depository Participants and not to the Company. Members whose shareholding is in the physical mode are requested to direct the above details to the Company or to the RTA.

7. The Company has entered into agreements with Central Depository Services (India) Limited (“CDSL”). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through CDSL. Members are encouraged to convert their holding to electronic mode.

8. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1<sup>st</sup> April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.

9. a) Members are requested to notify immediately any change of address:

i. to their Depository Participants (“DPs”) in respect of the shares held in electronic form, and  
ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

b) In case the registered mailing address is without the Postal Identification Number Code (“PIN CODE”), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.

10. Non-Resident Indian (“NRI”) Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:

a. the change in the residential status on return to India for permanent settlement

or

b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

11. As per the provisions of Section 72 of the Act, facility for making nominations is now available to INDIVIDUALS holding shares in the Company, Members holding shares in physical form may obtain the Nomination Form from the RTA of the Company or can download the form from the Company's website namely [www.sdfil.com](http://www.sdfil.com) Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities.

12. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.

13. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its RTA, namely, M/s. Link Intime India Pvt. Limited, "Surya", 35 May Flower Avenue, II Floor, Behind Senthil Nagar, Sowripalayam, Coimbatore – 641 028 by quoting the Folio number or the Client ID number with DP ID number.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. A member who needs any clarification on accounts or operations of the Company shall write to the Company Secretary, so as to reach him at least 7 days before the meeting. The same will be replied by the Company suitably.

16. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Physical copies of the Annual Report will not be sent to the members. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.sdfil.com](http://www.sdfil.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL <https://www.evoting.cdsl.com>. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

18. Members may note that M/s. GGA & Associates., Chartered Accountants, Coimbatore, (FRN: 009663S), the Statutory Auditors of the Company were appointed by the Shareholders at the 27<sup>th</sup> Annual General Meeting (AGM) held on 27<sup>th</sup> September, 2017, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2022, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7<sup>th</sup> May, 2018 amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at

every AGM. Accordingly, the original resolution appointing the Statutory Auditors passed by the Shareholders at the 27<sup>th</sup> AGM held on 27<sup>th</sup> September, 2017 was amended vide resolution approved by the Shareholders at their 28<sup>th</sup> AGM held on 26<sup>th</sup> September, 2018 to remove the requirement for ratification of the appointment of auditors by the shareholders at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this Annual General Meeting. The Board of Directors at their Meeting held on 29<sup>th</sup> July, 2020, based on the recommendation of the Audit Committee have fixed an amount of ₹3,25,000/- (exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the Statutory Audit) as remuneration payable to Statutory Auditors for the Financial Year 2020-21. The remuneration proposed to be paid to the Statutory Auditors during the Financial Year 2020-21 is same as the remuneration paid during the previous Financial Year 2019-20.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.

21. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking election/re-election/ changes in terms as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2, are provided as Annexure to this Notice.

22. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.

23. Annual financial statements and related details is posted on the Company's website and is also kept for inspection at the Registered Office of the Company. A copy of the same will be provided to the members on request.

24. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members on their request. Members seeking to inspect such registers can send their request to [sfindustries@gmail.com](mailto:sfindustries@gmail.com)/[anupama.cs.sdf@gmail.com](mailto:anupama.cs.sdf@gmail.com).



**25.VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification(s), clarifications, exemptions or reenactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing to its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote e-voting") using an electronic voting system provided by Central Depository Services Ltd (CDSL), as an alternative, for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting explain the process and manner for generating/ receiving the password, and for casting of vote(s) in a secure manner. However, the Members are requested to take note of the following items

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. 22<sup>nd</sup> December, 2020, may refer to this Notice of the Annual General Meeting, posted on Company's website [www.sdfil.com](http://www.sdfil.com) for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. The e-voting period begins on Saturday, 26<sup>th</sup> December 2020 (9.00 A.M. IST) and ends on Monday 28<sup>th</sup> December 2020 (5.00 P.M. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> December 2020 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for members for voting electronically are as under: -

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No.33/2020 dated September 28, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Saturday, 26<sup>th</sup> December 2020 (9.00 A.M. IST) and ends on Monday 28<sup>th</sup> December 2020 (5.00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22<sup>nd</sup> December 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA at sdfindustries@gmail.com/ coimbatore@linkintime.co.in
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. • 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN: 201125018 for the relevant <SDF Industries Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xviii) If a demat account holder has forgotten the 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders - please provide necessary details like 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 **Company/RTA email id** sdfindustries@gmail.com/ coimbatore@linkintime.co.in
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id.** sdfindustries@gmail.com/ coimbatore@linkintime.co.in

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company (EVSN: 201125018) will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Shareholders/viewers to download the respective software/app of respective platform provider for eg: ZOOM Meeting Application event in advance & ready to connect fast for meeting.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [sdfindustries@gmail.com](mailto:sdfindustries@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [sdfindustries@gmail.com](mailto:sdfindustries@gmail.com). These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [sfindustries@gmail.com](mailto:sfindustries@gmail.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22<sup>nd</sup> December 2020.
- V. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Meeting.
- VI. The Company has appointed Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.sdfil.com](http://www.sdfil.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges, where the shares of the Company are listed.

By Order Of The Board  
For SDF INDUSTRIES LIMITED

Anupama R  
Company Secretary

Place : Palakkad  
Date : 21.11.2020

### **Statement pursuant to Section 102 of the Companies Act, 2013**

#### **Item No: 3**

The board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee has appointed, Mr. Ranjiit Taunk (DIN: 00053780) as an Additional Director (Independent and Non-Executive) with effect from 14<sup>th</sup> September 2020, in accordance with the provisions of Section 161(1) of the Companies Act 2013, Mr. Ranjiit Taunk holds Office as a director of the Company upto the date of this Annual General Meeting. The company has received notice under Section 160 of the Companies Act, from a member proposing the candidature of, Mr. Ranjiit Taunk for the office of Independent Director.

Brief profile of Mr. Ranjiit Taunk and his other directorships has been included in this Notice.

The Company has received a declaration from Mr. Ranjiit Taunk stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws. In the opinion of the Board, he fulfill the conditions for appointment as an Independent Director and he is independent of the Management. Mr. Ranjiit Taunk will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which he is a member/ Chairman.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed Company shall appoint a person or continue the directorship of any person as a Non Executive Director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Accordingly, Mr. Ranjiit Taunk will attain the age of 75 years on September 15, 2025 and hence, continuation of his directorship beyond the age of 75 years requires the approval of members by way of a special resolution

The board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail the services of, Mr. Ranjiit Taunk as an Independent Director for a period of 5 consecutive years with effect from 29<sup>th</sup> December 2020.

Except, Mr. Ranjiit Taunk, being the appointee director, none of the other directors and other Key managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No 3 of the Notice.

Accordingly, the Board recommends the Resolution set out in Item No: 3 of the notice for the approval of the shareholders of the Company.

#### **Item No: 4 & 5**

As per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, Mr. Vinoo.P.Stephen was appointed as an Additional Director and Whole-time Director (Designated as "Whole-time Director cum Chief Financial Officer") of the Company by the Board of Directors at their meeting held on 14.09.2020 for a period from 14<sup>th</sup> September to 30<sup>th</sup> September 2022 subject to the approval of members. His period of office is liable to determination of retirement by Directors by rotation. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing his candidature.

Further, as per the provisions of Section 2(94) of the Companies Act, 2013, the Whole-time Director (WTD) includes a director in whole time employment of the company. Since Mr. Vinoo.P.Stephen being a whole-time employee (Chief Financial Officer) of the company, on his appointment as Director would become a whole time director of the Company and hence it is necessary to change his designation as Whole Time Director cum Chief Financial Officer and to define his term as Whole Time Director for a period from 14<sup>th</sup> September to 30<sup>th</sup> September 2022.



Mr. Vinoo.P.Stephen is associated with the Company since 1998. He had served the company in various capacities and he is the Chief Financial Officer of the Company since 2014. He is a professional with rich experience in Finance, Planning, Operations and control of company affairs. He has a wide experience in business administration. The appointment of Mr. Vinoo.P.Stephen is appropriate and is in the best interest of Company.

Brief profile of Mr. Vinoo.P.Stephen and his other directorships has been included in this Notice.

Except Mr. Vinoo.P.Stephen, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution as set out at item no. 4 & 5 of the Notice.

In view of the provisions of Sections 160, 161, 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013, the Board now recommends to appoint him as Whole Time Director cum CFO for a period from 14<sup>th</sup> September to 30<sup>th</sup> September 2022.

The terms and conditions set out in the resolution shall be treated as Memorandum required to be circulated to every member under Section 190 of the Companies Act, 2013. The Board recommends the resolution for your approval.

#### **Item No: 6**

The board of Directors of the Company, pursuant to the recommendations of the Nomination and Remuneration Committee has appointed, Mr. G. Sudhakaran Nair (DIN: 08910726) as an Additional Director (Independent and Non-Executive) with effect from 15<sup>th</sup> October 2020, in accordance with the provisions of Section 161(1) of the Companies Act 2013, Mr. G. Sudhakaran Nair holds Office as a director of the Company upto the date of this Annual General Meeting. The company has received notice under Section 160 of the Companies Act, from a member proposing the candidature of, Mr. G. Sudhakaran Nair for the office of Independent Director. Brief profile of Mr. G. Sudhakaran Nair and his other directorships has been included in this Notice.

The Company has received a declaration from Mr. G. Sudhakaran Nair stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that his name is included in the databank as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and not debarred from holding the office of Director by order of the SEBI or any other statutory authority under any laws.. In the opinion of the Board, he fulfills the conditions for appointment as an Independent Director and he is independent of the Management.

Mr. G. Sudhakaran Nair will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which she is a member/ Chairperson.

A copy of the draft letter for appointment of the Independent Director setting out the terms and conditions of his appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The board considers that his continued association would be of immense benefit to the Company and is desirable to continue to avail the services of, Mr. G. Sudhakaran Nair as an Independent Director for a period of 5 consecutive years with effect from 29<sup>th</sup> December 2020.

Except, Mr. G. Sudhakaran Nair, being the appointee director, none of the other directors and other Key managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No 6 of the Notice.

Accordingly, the Board recommends the Resolution set out in Item No: 6 of the notice for the approval of the shareholders of the Company.

#### **Item No: 7**

As per the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 15<sup>th</sup> October, 2020 has appointed Ms. K.V Vinaya as an additional director till the ensuing AGM. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing her candidature.

Ms. K.V Vinaya is holding a Masters in International Business and she is an entrepreneur and director of M/s Neuvent Gomovious Private Limited, a company in the business of medical supplies. She has a wide experience in business administration.

Brief profile of Ms. K.V Vinaya and her other directorships has been included in this Notice.

Except Mr. K.V Viswamohan, Chairman and Ms. K.V Vinaya, none of other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the proposed resolution as set out in the Notice.

Accordingly, the Board recommends the Resolution set out in Item No: 7 of the notice for the approval of the shareholders of the Company.

#### **Item No: 8**

As per the recommendation of the Nomination and Remuneration Committee, Mr. K.V Viswamohan, Chairman was appointed as a Whole-time Director of the Company by the Board of Directors at their meeting held on 21st November 2020 for a period of 3 years with effect from 21st November 2020. subject to the approval of members. His period of office is liable to determination of retirement by Directors by rotation.

Pursuant to the provisions of the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee at the meeting held on 21st November had also approved the remuneration payable to Mr. K.V Viswamohan as Whole-time Director of the Company for a period of 3 years, commencing from 21st November 2020 and recommended the same to the Board.

Mr K.V Viswamohan was re-appointed as the Chairman and Whole-time Director of the Company for a period of 5 years in the last Annual General Meeting held on 26.09.2019 . However, on the Board Meeting held on 14th September 2020, Mr K.V Viswamohan was re-designated from Executive to Non-Executive Chairman with effect from 14th September 2020.

Mr K.V Viswamohan is associated with the Company since Incorporation and he had served the company in various capacities and he is the Chairman of the Company since 1995. He is a professional with rich experience in Finance, Planning, Operations and control of company affairs. He has a wide experience in business administration. The appointment of Mr.K.V Viswamohan is appropriate and is in the best interest of Company.

Therefore, keeping in view his qualification and experience, the Board of Directors are of the opinion to appoint Mr K.V Viswamohan as an Executive Director and who is beyond the age of 70 years will be beneficial to the Company. The brief profile of Mr K.V Viswamohan and other disclosures as required under Secretarial Standards are furnished and forms part of this Notice.

The particulars set out in the terms and conditions of the resolution can also be treated as Memorandum required to be circulated to every member under Section 190 of the Companies Act, 2013.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms part of this Notice.

Except Ms.K.V Vinaya, Non-executive Director none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the passing of the resolution as set out at item no. 8 of the Notice.

Accordingly, the Board recommends the Resolution set out in Item No: 8 of the notice for the approval of the shareholders of the Company.

**Item No: 9**

Section 181 of the Companies Act, 2013 enables the Company to make contributions to bona fide charitable and other funds, subject to the approval of the members in general meeting in case such contribution exceeds 5 per cent of the Company's average net profits for 3 immediately preceding financial years.

It is therefore proposed to obtain the approval of members of the Company authorizing Board of Directors to contribute an amount up to Rs. 5,00,000/-, to any charitable, public, social, benevolent or general fund, society, association, institutions, trust, organization, not directly relating to the business of the Company or the welfare of its employees, for taking up any programme, activities of social, cultural, educational, economic, rural development of people at large notwithstanding the fact that the said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of Section 198 of the Companies Act, 2013 during the three immediately preceding financial years.

The Directors recommend the resolution for approval of the shareholders as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

**Statement as required under Section II of Part II of Schedule V to the Companies Act, 2013**

**I. General information:**

1. Nature of Industry : The Company is primarily engaged in thus business of Manufacture and sale of Indian Made Foreign Liquor(IMFL) and Bottling and Blending of IMFL.

2. Date of commencement of Commercial : The Company was incorporated on 19.04.1990 and commenced commercial production subsequently.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

4. Financial Performance based on given indicators :

(Amount in lakhs)

<b>Particulars</b>	<b>2019-2020</b>	<b>2018-2019</b>
Sales and other income	1961.14	2327.47
Profit / (Loss) before tax and depreciation	(121.02)	(61.67)
Profit / (Loss) after tax	(144.18)	(80.83)
Paid up Equity Capital	1168.73	1168.73
Other Equity	(786.72)	(975.17)
Basic Earnings per share	(1.23)	(0.69)

5. Foreign investments or collaborations, if any : Nil

**II. Information about the appointee**

	<b>K.V Viswamohan</b>	<b>Vinoo.P.Stephen</b>
Background Details	Mr. K.V. Viswamohan is an Ex-Investment Banker, Former Director-India Investment Fund (UK), Former Member-Consultative Committee (NRI), Ministry of Finance, Govt of India. Former member of the Minimum Wages Advisory Board of Govt of Kerala and has been at the helm of affairs of the company and has 40 years of rich and varied experience in the industry.	Mr. Vinoo.P.Stephen is associated with the Company since 1998. He had served the company in various capacities and he is the Chief Financial Officer of the Company since 2014. He is a professional with rich experience in Finance, Planning, Operations and control of company affairs. He has a wide experience in business administration.
Past Remuneration	Nil	Rs.8.82 Lakhs p.a as a Chief Financial Officer
Recognition or Awards	Nil	Nil
Job Profile and suitability	He has 40 years of rich and varied experience in the industry. He has been involved in the operations of the company since its incorporation and has known intimately all the intricacies. He is the Chairman of the company since 1995.	He has 28 years of rich and varied experience in the industry. He has been involved in the operations of the company since 1998.
Remuneration proposed	As per Item No. 8 of the resolution annexed to the Notice	As per Item No. 5 of the resolution annexed to the Notice
Comparative remuneration profile with respect to industry, size of the Company profile of the position and person	Salary to be given is at par with the industry standards	Salary to be given is at par with the industry standards
Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any	Mr. K.V. Viswamohan is a Promoter of the Company and holding 24.74% shares of the Company and related to Ms.K.V.Vinaya.	Mr. Vinoo.P.Stephen is the Chief Financial Officer and a shareholder of the Company holding 100 shares.

**III. Other information**

1. Reason of loss or inadequate profits : Liquor being a state subject, company's performance is highly dependent on the Government Policies. The unprecedented floods occurred during August 2018 and the increased prices in raw Materials had an adversary impact in the performance of the Company.

2. Steps taken or proposed to be taken for improvement : The Company is taking steps to increase the production of own products and thereby increase the turnover.

3. Expected increase in productivity and profits measurable terms :

The Company expects to see a growth in turnover ranging from 5 % to 10 % and proportionate increase in productivity resulting in reasonable profits as a result of these measures.

**IV. Disclosures**

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors - enclosed in Corporate Governance report

(ii) details of fixed component and performance linked incentives along with the performance criteria - not paid.

(iii) service contracts, notice period, severance fees - not applicable and

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable -The Company has not issued any Stock Option

**Details of Director seeking re-appointment at the Thirtieth Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Regulations and SS-2).**

<b>Name</b>	<b>K.V Viswamohan</b>	<b>Ranjiit Taunk</b>	<b>Vinoo.P. Stephen</b>	<b>G. Sudhakaran Nair</b>	<b>K.V Vinaya</b>
Director Identification Number	00666339	00053780	08876495	08910726	08492445
Date of Birth/ Age	17/02/1950	15/09/1950	04/05/1970	08/11/1955	21/07/1980
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	25.01.1993	14.09.2020	14.09.2020	15.10.2020	15.10.2020
Relationship with other Directors, Manager and KMP	Father of K.V Vinaya, Non Executive Director	Nil	Nil	Nil	Daughter of K.V. Viswamohan, Chairman
Qualification	B.com(Hons), M.A.(Economics), D.L(Law), FCMI(London)	B.com	M.com, MBA, PGDCA	MBA Marketing	Masters in International Business

Expertise in functional area	37 years, Ex-Investment Banker, Former Director-India Investment Fund(UK), Former Member-Consultative Committee(NRI), Ministry of Finance, Govt of India. Former member of the Minimum Wages Advisory Board of Govt of Kerala	35 years, Experience as a Director in several companies	22 years, Chief Financial Officer	25 years, As various capacities in Central Silk Board Ministry of Textiles Govt. of India	2 years, Business in the field of Medical Supplies.
No. of shares held in the Company	28,91,500	61,200	100	Nil	Nil
List of companies in which Directorship held as on 31.03.2020	SDF Industries Limited	Nil	Nil	Nil	Neuvent Gomovious Private Limited
Chairman/ Member of the Committees of the Board of the companies on which he is a Director as on 31.03.2020	Member of Stakeholders Relationship committee, Audit Committee, of SDF Industries Limited	Chairman of Stakeholder Relationship committee, Audit Committee, Nomination and Remuneration Committee of SDF Industries Limited	Nil	Member of, Audit Committee, Nomination and Remuneration Committee of SDF Industries Limited	Member of Stakeholders Relationship committee, of SDF Industries Limited
Number of Board meetings attended during the year	5	NA	NA	NA	NA
Remuneration last drawn and sought to be paid	Nil	Nil	9.02 Lakhs	Nil	Nil
Terms and conditions of re-appointment	As per the resolution at item no. 2 and 8 of the Notice read with explanatory statement thereto	As per the resolution at item no. 3 of the Notice read with explanatory statement thereto	As per the resolution at item no. 4&5 of the Notice read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice read with explanatory statement thereto	As per the resolution at item no. 7 of the Notice read with explanatory statement thereto
Board position held	Executive Chairman	Independent Non-Executive	Executive	Independent Non-Executive	Non Independent Non-Executive