

NOTICE OF THE ANNUAL GENERAL MEETING

To all Members,

Notice is hereby given that the Thirty Second Annual General Meeting of the members of SDF Industries Limited will be held on Wednesday the 28th day of September 2022 at 10:30 a:m at Conference Hall of Rotary Paul Harris Hall, N.H.Bye Pass Road, Karingarapully Post, Palakkad-678 551 to transact the following business(es):-

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 including audited Balance Sheet as at 31st March, 2022 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 Ms. K.V.Vinaya (DIN: 08492445) Director, who retires by rotation in accordance with Section 152 of the Companies Act,2013 and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. GGA & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration and in this regard pass the following resolution as an Ordinary Resolution.:

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. GGA & Associates, Chartered Accountants, Firm Registration No. 009663S) be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting”

SPECIAL BUSINESS

4. **Re-appointment of Mr. Vinoo P. Stephen (DIN : 08876495) as Whole-time Director cum CFO and in this regard, pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Vinoo P. Stephen (DIN : 08876495), as a Whole Time Director cum CFO of the Company, for a further period of 3 (Three) years with effect from 01st October 2022 on the terms and conditions, as set out 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 01st October 2022 to 30th September 2027 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."

By Order Of The Board
For **SDF INDUSTRIES LIMITED**

Anupama R
Company Secretary

Place : Palakkad

Date : 22.08.2022

Notes:

- 1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty eight hours before the commencement of AGM. A Proxy Form for the AGM is enclosed herewith.
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
2. The register of members and the share transfer book of the Company shall remain closed from 22.09.2022 (Thursday) to 28.09.2022 (Wednesday) (Both days inclusive).
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No.4 of the Notice, is annexed hereto. Details under Secretarial Standard-2 and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting are furnished and forms a part of the notice.

4. Vide Circular No. SEBI/HO/MIRSD/MIRSO_RTAMB/P/CIR/2021/655 dated November 03, 2021 and clarifications vide Circular No. SEBI/HO/MIRSD/MIRSO_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI prescribed Common and Simplified Norms for processing Investor's Service Requests by RTAs whereby SEBI mandated furnishing PAN, Address with PIN code, Email address, Mobile number, Bank account details, specimen signature & Nomination by holders of physical securities. With effect from January 1, 2022, RTAs shall not process any service requests or complaints received from holder(s)/claimant(s) till KYC and other details are received. KYC forms and other details are available on the website of the Company at www.sdfil.com under Investor Relations – Investor Service Requests. Members holding shares in physical form are requested to download the requisite forms and submit the mandatory details to the Company/RTA immediately.
5. In terms of relaxations granted by SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIR/2022/62 dated May 13, 2022, sending hard copy of the Annual Report for the financial year 2021-22 to shareholders who have not registered their email ids with the Company/RTA/DPs has been dispensed with. Therefore, Annual Report 2021-22 including Notice shall be sent by email to those shareholders whose email ids are registered with the Company/RTA/DPs. Company shall send hard copy of the Annual Report 2021-22 to members who request for the same in writing. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.sdfil.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL <https://www.evoting.cdsl.com>
6. Members / proxies should bring the duly filled attendance slip enclosed to this notice along with a valid photo identity proof such as the PAN Card, Passport, Aadhar Card or Driving License to attend the Meeting. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf in the meeting.
7. 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.
8. Members are requested to intimate changes, if any, in the registered addresses, to the Company/ Registrar and Share Transfer Agent ('RTA') in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form,
9. Members holding shares in physical form are requested to approach a Depository Participant for dematerializing the shares so that the shareholding particulars can be electronically kept and the loss of certificate, etc. can be avoided. Furthermore, SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 notified on June 08, 2018 states that w.e.f. December 05, 2018, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.
10. Members are requested to register/update their e-mail address in respect of shares held on dematerialized form with their respective Depository Participants and in respect of shares held in physical form with M/s.Link Intime India Private Limited.

11. 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 participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited.
12. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
13. Members can inspect the Register of Directors and KMPs and their shareholding required to be maintained under section 170 of the companies act during the course of AGM at the venue.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility of voting through electronic means (“remote e-voting”) on all the resolutions set forth in this notice, through e-voting services provided by Central Depository Services Limited (“CDSL”).
15. The facility for physical voting through Ballot Paper shall be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ‘Ballot Paper’.
16. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
17. The remote e-voting period commences on Saturday, 24th September, 2022 at 9:00 A.M. and ends on Tuesday 27th September, 2022 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 21st September, 2022 (“the cut-off date”) may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Services Limited (“CDSL”) for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
18. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
19. The route map of the venue of the meeting is given in the Notice.

20. 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, as given below, 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

1. 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. 21st September 2022, may refer to this Notice of the Annual General Meeting, posted on Company's website 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.
2. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. The e-voting period begins on Saturday, 24th September, 2022 at 9:00 A.M. and ends on Tuesday 27th September, 2022 at 5:00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2022 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

CDSL e-Voting System – For remote e-voting

Step 1: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on Saturday, 24th September, 2022 at 9:00 A.M. and ends on Tuesday 27th September, 2022 at 5:00 P.M. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September 2022 may cast their votes electronically. The remote 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you

demat mode) login through their Depository Participants (DP)	will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL

Login type	Helpdesk details
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 22 55 33

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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 at sdfindustries@gmail.com/ RTA at coimbatore@linkintime.co.in.

Dividend Bank Details OR 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. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN 220826001 for the relevant <SDF INDUSTRIES LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; sdfindustries@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 at sdfindustries@gmail.com/ RTA at coimbatore@linkintime.co.in..
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 or call at toll free no. 1800 22 55 33

21. The Company has appointed Mr. V.S. Subash , FCS of JMACS Associates, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
22. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting by use of poll for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility..
23. 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 and invalid votes if any, forthwith to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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 Exchange, where the shares of the Company are listed.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

M/s. GGA and Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 27th Annual General Meeting ('AGM') held on September 27, 2017 for a period of 5 years, up to the conclusion of 32nd AGM. M/s. GGA and Associates are eligible for re-appointment for a further period of 5 years. M/s. GGA and Associates have given their consent for their re-appointment as Statutory Auditors of the Company and has issued

certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. GGA and Associates have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint GGA and Associates, Chartered Accountants, having Firm Registration No. 009663S, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 32nd AGM till the conclusion of the 37th AGM of the Company. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No: 4

The Shareholders of the Company, at their Thirtieth Annual General Meeting held on December 29, 2020 appointed Mr Vinoo P. Stephen (DIN: 08876495) as Whole-time Director cum CFO of the Company for a term of two years upto September 30, 2022, liable to retire by rotation. The Board of Directors and the Nomination and Remuneration Committee, approved re-appointment of Mr. Vinoo P. Stephen as Whole-time Director cum CFO, liable to retire by rotation, for a further period of 3 (Three) years from October 1st, 2022, subject to approval of Shareholders at this Annual General Meeting.

Mr. Vinoo.P. Stephen has been the Chief Financial Officer of the Company since 2014. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function. 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. Mr. Vinoo P. Stephen is the Key Managerial Personnel of the Company.

Mr. Vinoo P. Stephen has granted the consent for his re-appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013. Broad particulars of the terms of re-appointment and remuneration payable to Mr. Vinoo P. Stephen are as under –

Remuneration :

In consideration of the performance of his duties to the Company, Mr. Vinoo P. Stephen shall be entitled to the following remuneration subject to applicable taxes:

Salary and perquisites : 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.

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 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 of 3 years from 01st October 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.

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 this 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)

Particulars	2021-2022	2020-2021
Sales and other income	437.84	538.03
Profit / (Loss) before tax and depreciation	(179.87)	(206.66)
Profit / (Loss) after tax	(166.29)	(221.49)
Paid up Equity Capital	1168.73	1168.73
Other Equity	(1176.29)	(1002.08)
Basic Earnings per share	(1.42)	(1.90)

5. Foreign investments or collaborations, if any : Nil

II. Information about the appointee

	Vinoo P. Stephen
Background Details	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. He was appointed as the Whole-time Director cum CFO of the company from 14.09.2020.
Past Remuneration	Rs.8.45 Lakhs p.a. as a Whole-time Director cum CFO
Recognition or Awards	Nil
Job Profile and suitability	He has 30 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. 4 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
Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel, if any	Mr. Vinoo P. Stephen is the Whole-time Director cum Chief Financial Officer and a shareholder of the Company holding 100 shares.

III. Other information

- Reason of loss or inadequate profits :-
Liquor being a state subject, company's performance is highly dependent on the Government Policies. The COVID-19 Pandemic, increased prices in raw Materials, shortage of working capital, continuous losses had an adversary impact in the performance of the Company.
- 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. Further, the management is also attempting to diversify the business to a more profitable segment. Also, the Company's management are examining available options to further increase sales/income from operations.
- 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.

4. 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.
- (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 Thirty Second Annual General Meeting (in pursuance of Regulation 36 (3) of the Listing Regulations and SS-2).

Name	K.V. Vinaya	Vinoo P. Stephen
Director Identification Number	08492445	08876495
Date of Birth/ Age	21/07/1980	04/05/1970
Nationality	Indian	Indian
Date of first appointment on the Board	15.10.2020	14.09.2020
Relationship with other Directors, Manager and KMP	Daughter of K.V. Viswamohan, Chairman	Nil
Qualification	Masters in International Business	M.com, MBA, PGDCA
Expertise in functional area	5 years, Business in the field of Medical Supplies.	25 years, Chief Financial Officer
No. of shares held in the Company	Nil	100
List of companies in which Directorship held	Neuvent Gomovious Private Limited	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a director	Member of Stakeholders Relationship committee, Nomination and Remuneration Committee of SDF Industries Limited	Nil
Number of Board meetings attended during the year	6	5
Remuneration last drawn and sought to be paid	Nil	8.45 Lakhs
Terms and conditions of re-appointment	As per the resolution at item no. 2 of the Notice	As per the resolution at item 4 of the Notice
Board position held	Non-Independent Non-Executive	Executive

SDF INDUSTRIES LIMITED
CIN: L15511KL1990PLC005674
Regd. Office: "SDF House", Panchayath Door No 13/610,
Xanadu No.7, Sarayu Nagar, Chandranagar
Palakkad, Kerala – 678 007
Tele: +91(491) 2572629
e-mail: sdfindustries@gmail.com/ Web: www.sdfil.com

ATTENDANCE SLIP

32nd ANNUAL GENERAL MEETING - September 28, 2022

DPID		CLIENT ID	
FOLIO NO.		No. of shares	

I certify that I am a member/ proxy/ authorized representative for the member of the Company. I hereby record my presence at the 32nd Annual General Meeting of the Company at Conference Hall of Rotary Paul Harris Hall, N.H. Bye Pass Road, Karingarapully Post, Palakkad – 678 551 held on Wednesday, September 28, 2022 at 10.30 A.M. (IST)

.....
Signature of the Shareholder/Proxy

.....
Name of the Shareholder/Proxy

Note: Please fill up this Attendance Slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
EVSN	User ID	Sequence No.
220826001		

Note: Please read instructions given at Note No.20 of the Notice of the 32nd Annual General Meeting carefully before voting electronically

SDF INDUSTRIES LIMITED
CIN: L15511KL1990PLC005674
Regd. Office: "SDF House", Panchayath Door No 13/610,
Xanadu No.7, Sarayu Nagar, Chandranagar
Palakkad, Kerala – 678 007
Tele: +91(491) 2572629
e-mail: sdfindustries@gmail.com/ Web: www.sdfil.com

PROXY FORM

32nd ANNUAL GENERAL MEETING - September 28, 2022

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies(Management and Administration) Rules, 2014)

Name of the Member(s) :					
Registered Address :					
Email ID :					
DP ID:		CLIENT ID:		FOLIO NO.	

I / We, being the member(s) holdingshares of SDF Industries Limited, hereby appoint:

(1) Name :

Address :

E-mail ID :

Signature : or failing him/her.....

(2) Name :

Address :

E-mail ID :

Signature : or failing him/her.....

(3) Name :

Address :

E-mail ID :

Signature : or failing him/her.....

And whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, 28th day of September at 10.30 am at the Conference Hall of Rotary Paul Harris Hall, N.H.Bye Pass Road, Karingarapully Post, Palakkad-678 551 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

SI No	Resolutions	*Vote	
		For	Against
	Ordinary Business		
1	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.		
2	Appointment of a Director in the place of Ms. K.V.Vinaya (DIN: 08492445), who retires by rotation and being eligible, offers herself for re-appointment.		
3	To re-appoint M/s. GGA & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration		
	Special Business		
4	Re-appointment of Mr. Vinoo P. Stephen (DIN : 08876495) as Whole-time Director cum CFO (Ordinary Resolution)		

Signed this.....day of 2022

Signature of Shareholder:

Signature of Proxy Holder(s):

Affix
Revenue
Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, and Notes, please refer to the Notice of 32nd AGM.
3. *Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
4. A Proxy need not be a member of the Company.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

Route Map to the Venue of the AGM

Conference Hall of Rotary Paul Harris Hall, N.H.Bye Pass Road,
Karingarapully Post, Palakkad-678 551

