SANDU PHARMACEUTICALS LIMITED
CIN:L24233GA1985PLC001587
Regd. Office: Plot Nos. 25, 26, 29 & 30, Pilerne Industrial Estate, Marra, Saligao, Bardez, Goa 403511.
Tel: +91 832 2407474 / 6715000, E-mail: sandupharma@sandu.in, Website: www.sandu.in

Ref :Corp.sec/2026-27/BSE/478

To,
Department of Corporate Services
Bombay Stock Exchange Limited,
Phirojshah Jeejobhoy tower,
Dalal Street,
Mumbai-400001

Date: 19/08/2026

Sub: Notice of the 41ST Annual General Meeting of Sandu Pharmaceuticals Limited pursuant to Regulation 34(1) of SEBI (LODR) Regulation 2015.

Sir,

In terms of Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we enclose herewith Notice of the 41st Annual General Meeting (AGM) of the Company that is scheduled to be held on Friday,11st September 2026 at 04.30 PM IST through Video Conferencing or other audio visual means (VC/OAVM).

Today, the Company has initiated the process of sending Notice of the AGM through electronic mode to those shareholders whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories.

The Company has uploaded the Annual Report 2025-26 along with Notice of the AGM and Rest Statutory Reports on its website: https://sandu.in/annual-report-2/.

Yours Faithfully,

FOR SANDU PHARMACEUTICALS LTD.

PRATIKA PRATHAMESH MHAMBRAY

Digitally signed by PRATIKA PRATHAMESH MHAMBRAY
Date: 2026.08.19 17:07:40 +05'30'

Pratika Mhambray
Company Secretary
ACS:36512

Encl: - As Above

NOTICE

NOTICE is hereby given that the **41st ANNUAL GENERAL MEETING** of Sandu Pharmaceuticals Limited (CIN:L24233GA1985PLC001587) will be held on Friday, 11th September, 2026 at 4:30 p.m. through Video conferencing ("VC")/ other Audio Visual means (QAVM) to transact the following business:

ORDINARY BUSINESS:

1. **TO ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026.**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and the Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and the Statutory Auditors thereon placed before this Annual General Meeting, be and are hereby considered and adopted."

2. **TO REAPPOINT SMT JAYSHREE SANDU (DIN: 07480177), WHO RETIRES BY ROTATION AS A DIRECTOR**

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

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt Jayshree Sandu (DIN:07480177), who retires by rotation at this meeting be and is hereby reappointed as a Director of the Company."

3. **TO DECLARE A DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

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

   RESOLVED THAT a dividend at the rate of 1.00 Rupee/- (One Rupee only) i.e 10% on paid-up Capital of the Company having face value of Rs 10/- Each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2026 and the same be paid out of the profits of the Company."

4. **APPOINTMENT OF M/S. DAVE & DAVE, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY FOR THE TERM OF 05 YEARS.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and 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(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Dave & Dave, Chartered Accountants (Firm Registration No. 102163W having peer review certificate Number 020259, be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years, from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company to be held in the year 2031, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company (including any Committee thereof) and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **RATIFICATION OF COST AUDITOR'S REMUNERATION**

   To consider and approve Ratification of Cost Auditor's Remuneration and in this regard to consider and fit to pass, with or without modification(s), the following resolution as a Ordinary Resolution.

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Shekhar

Joshi & Co (Firm Registration No: 100448) Cost Accountant, Mumbai, who was appointed as Cost Auditor by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost accounting records of the Company for the financial year 2026-27 on a remuneration of Rs 1,30,000 (Rs One Lakh Thirty Thousand Only) per annum exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit as fixed by the Board of Directors, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereto) to do all such acts, deeds, matters and things and to take such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SANDU BROTHERS PRIVATE LIMITED**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Sandu Brothers Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) from the conclusion 41st Annual General till the conclusion of 42nd Annual General Meeting to be held in the year 2027 from the conclusion of the 41st Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in the year 2027 the SEBI Listing Regulations, for an aggregate value not exceeding ₹100 crore (Rs One Hundred Only), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution be and are hereby approved, ratified and confirmed in all respects."

7. **REDESIGNATION OF SHRI BALRAM VISWANATHAN (DIN: 10245195) AS CHAIRMAN AND MANAGING DIRECTOR**

To consider, and if thought fit, to pass the following resolution as a Special resolution.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6) (e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company, and subject to the approval of the Members of the Company and such other approvals, permissions and sanctions as may be required, consent as recommended by Nomination and Remuneration Committee the Board of Directors be and is hereby accorded for the redesignation of **Shri Balram Viswanathan (DIN: 10245195)**, presently serving as **Chairman and Non-Executive Independent Director** of the Company, as **Chairman and Managing Director** of the Company for a period of [**Three (3) years**], with effect from **11th July 2026** on the terms and conditions, recommended by Nomination and Remuneration Committee and approved by Audit Committee at their respective Meeting dated 11th July 2026 notwithstanding that annual remuneration payable to him in any financial year during his tenure may exceed the limits set out under the Act or Listing Obligation and Disclosure Requirement Regulation for time being inforce. including remuneration, as placed before the Board.

RESOLVED FURTHER THAT the draft notice convening the General Meeting, together with the explanatory statement pursuant to Section 102 of the Companies Act, 2013, for seeking the approval of the Members of the Company for the aforesaid redesignation and appointment, be and is hereby approved.

RESOLVED FURTHER THAT upon approval of the Members, Shri Balram Viswanathan shall be designated as the Chairman and Managing Director of the Company and shall discharge such duties and exercise such powers as may be entrusted to him by the Board of Directors from time to time.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to sign and issue the Notice of the General Meeting, file the necessary e-forms and returns with the Registrar of Companies, intimate the Stock Exchanges, where the securities of the Company are listed, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

Terms of appointment:

Term: The tenure of appointment of Managing Director shall be for a period of 3(Three Year) commencing from 11th July 2026 till 10th July 2029

Remuneration: The remuneration given below shall be for a period of 03(three) years commencing from 11th July 2026 till 10th July 2029 shall be subjected to approval of Shareholders.

A. Rs 45,00,000 (Rupees Forty Five Lakhs only) per annum for the FY 2026-27

Rs 54,00,000 (Rupees Fifty Four Lakhs Only) per annum for the FY 2027-28

Rs 66,00,000 (Rupees Sixty Six Lakhs Only) per annum for the FY 2028-29

B. Perquisites: In addition to the Salary, the Managing Director shall also be entitled to the following interchangeable perquisites. Furnished accommodation, as House Rent Allowance (HRA), gas, electricity, water, furnishings, medicals reimbursement, Leave Travel Allowance for self and family, club fees, medical insurance, etc in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling, perquisite shall be evaluated as per Income Tax Rules whenever applicable.

C. Company's contribution to Provident Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling on remuneration or perquisites.

D. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole

Time Director is entitled to encashment of leave at the end of tenure which shall be not be included in the computation of the ceiling on remuneration or perquisite

E. During his tenure he shall not be liable to retire by rotation.

F. In the event of loss or inadequacy of Profits in any financial year in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point (A) to (E) shall be paid as minimum remuneration.

G. Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

H. Any other Special Allowance/benefit perquisite as may be determined by the Board at its discretion from time to time on the recommendation of the Nomination & Remuneration Committee.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

8. APPOINTMENT OF SMT DR NEETI KAPRE (DIN:06801264) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT Smt Dr Neeti Kapre (DIN: 06801264)** who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective 11TH July 2026 by the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and Board of Directors in terms of Section 161 of the Companies Act, 2013 ('the Act') read with related Rules [including any modification(s) or re-enactment(s) thereof] and Articles of Association of the Company, and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 of the Act, read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‹SEBI Listing Regulations›), as amended, and the Articles of Association of the Company, the appointment of Smt Dr Neeti Madan Kapre (DIN: 06801264), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts,deeds,matters and things as may be considered necessary,proper or expedient to give effect to this resolution.

By order of Board of Directors.
For Sandu Pharmaceuticals Limited

Sd/-
Pratika Mhambray
Company Secretary and Compliance Officer
M No: A36512

Dated: 11/08/2026
Place: Mumbai

Registered Office:
Sandu Pharmaceuticals Limited
Plot No.25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez, Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017
Email: corp.sec@sandu.in

NOTES:

1. The Notice of Annual General Meeting was approved by the Board of Directors at its Meeting held on 11th August 2026.The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business (es) as set out in the Notice is annexed hereto and relevant details of Directors seeking appointment/ reappointment at this Annual General Meeting as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standards") are annexed hereto. Requisite declarations have been received from the Directors seeking Appointments/ Re-appointments.

2. Ministry of Corporate Affairs ("MCA") vide its Circular No. 3/2025 dated September 22, 2025 (In continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members. In compliance with the applicable provisions of the Act and MCA Circulars, the 41st AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company The deemed venue for the 41st AGM shall be the Registered Office of the Company i.e Sandu Pharmaceuticals Limited, Plot No 25,26,29 &30, Pilerne Industrial Estate, Marra, Saligao, Bardez-Goa 403511.

   In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM on Friday, 11th September 2026 at 04:30 pm .Physical attendance of the Members is not required at the AGM attendance of members through VC/OAVM will be counted for the purpose of reckoning the Quorum under section 103 of the Companies Act 2013.

3. **Final Dividend for FY 2025-26:**

   The Board of Directors, at its meeting held on May 5, 2026, has recommended a Final Dividend of Rs 1 per share. The record date for the purpose of payment of final dividend is **Friday, 04th September 2026** Final Dividend if approved by the Members at this AGM will be directly credited to the Bank account of the shareholders whose names appear, as at the Record Date, in the register of members or the beneficiary position data furnished by the Depositories.

   In accordance with Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with SEBI Master Circular No. HO/38/13/(4)2026 – MIRSD - POD/I/4298/2026 dated February 6, 2026, dividend to security holders shall be paid only through electronic mode including to those who are holding securities in physical form. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ("KYC") and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

   Members holding shares in physical form are requested to furnish Form ISR-1, Form ISR-2 and SH-13 To update KYC and choice of Nomination (in case the same are not already updated), to MUFG Intime India Private Limited who are the Company's Registrar and Share Transfer Agents, so as to reach them latest by the Record Date i.e. is Friday, 04th September 2026. Alternatively, members may send the documents by email to MUFG Intime India Private Limited at investor-helpdesk@in.mpms.mufg.com . In respect of members holding shares in demat mode, the details as furnished by the Depositories as on the Record Date will be considered by the Company. Hence, members holding shares in demat mode are requested to update their details with their Depository Participants at the earliest.

4. **Procedure for registration of email address by shareholders:**

   Those Members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

   a) Members holding shares in physical forms are requested to furnish Form ISR-1, Form ISR-2 and SH-13 along with the necessary attachments mentioned in the said Forms to MUFG Intime India Private Limited(formerly known as Link In time India Private Limited)

C101,247 Park,LBS Marg,Vikhroli West, Mumbai,Maharastra 400083

Members may also email the duly filled forms to investor-helpdesk@in.mpms.mufg.comThis will enable the shareholders to receive electronic copies of the Integrated Annual Report for FY 2025-26 and this Notice.

b) Members holding shares in demat form may validate/ update their email address and other details with their respective Depository Participants.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD2/P/ CIR/2023/167 dated October 07, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may also note that the Notice of the Forth First AGM and the Annual Report 2025- 26 will also be available on the Company's website www.sandu.in and website of the Stock Exchange, BSE Ltd., at www.bseindia.com. The Notice of the AGM shall also be available on the website of NSDL at www.evoting.nsdl.com. As per Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, a letter containing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to all the Shareholders who have not registered their Email IDs with the Company or Depository Participants or Registrar & Transfer Agent (RTA) of the Company

   Physical Copy of Notice and Integrated Annual Report: Shareholders may request for a physical copy of the Notice and Integrated Annual Report for FY 2025-26 by sending a request via e-mail to corp.sec@sandu.in.

6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint to attend and cast vote for the members is not available for this AGM. However, the Body Corporate are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

7. The Members can join the AGM in the VC/OAVM mode 30 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 for 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.

8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

9. In terms of MCA Circulars, physical attendance of members has been dispensed with and therefore there is no requirement of appointment of proxies. Accordingly, **THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM** and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

   However, in terms of the provisions of Section 112 and 113 of the Act read with MCA Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting through VC/OAVM. Since the 41st AGM is being held through VC/ OAVM, the Route Map is not annexed to this Notice.

10. In term of Section 152 of the Act ,Smt Jayshree Sandu (DIN:07480177), Non Executive Director retiring by Rotation at the Annual General Meeting and Being eligible offers herself for reappointment The Nomination and remuneration committee and The Board of Directors of the Company have recommended for her reappointment as set out at Item no 2 of this notice

11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

12. The Members can join the AGM in the VC/OAVM mode 30 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 for 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.

13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sandu.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

15. **Book Closure and Dividend:**

    (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday,04th September 2026 to Friday,11th September 2026 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

    (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend after deducting TDS as may be applicable will be made on or before 25th September 2026 to those Member whose name appear on the Register of Member in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday,04th September 2026.

    Members are requested to intimate changes, if any pertaining to their names, Postal Address, Email Address, Telephone/mobile numbers, Permanent Account Number (PAN),mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc, to their Depository Participant in case the shares are held in electronic form and to MUFG Intime India Private Limited(formerly known as Link In time India Private Limited) in case the shares are held in physical form.

16. **TDS ON DIVIDEND:**

    Dividend income is taxable in the hands of shareholders, and the Company is required to deduct Tax at Source (TDS) from such dividend paid to shareholders at the applicable rates prescribed by the Tax law in force. The applicable rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company.

    Members are requested to provide the documents/ details to MUFG Intime India Private Limited within the time prescribed in the communication being sent to the shareholders in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 2025.

    Pursuant to the Income-Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a company on or after 1st April, 2020 has become taxable in the hands of the shareholders and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2025 and amendments thereof. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company/MUFG (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode) on or before 04th September 2026.

17. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**

    Members are requested to note that dividends not en-cashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

The Members/Claimants whose shares, unclaimed dividend, and debenture interest amount have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules. It is in the Member's interest to claim any un-encashed dividends and for future, opt for Electronic Clearing Service, so that dividends paid by the Company are credited to the Members' account on time.

Amount due to transfer to Investors Protection Fund (IEPF) are as follows:

For the year ended	Due for transfer on
31.03.2022	03.11.2028
31.03.2023	03.11.2029
31.03.2024	01.11.2030
31.03.2025	31.10.2031

18. The Company is concerned about the environment and utilizes natural resources in a sustainable way. Members who have not registered their e-mail addresses so far or who would like to update their email addresses already registered, are requested to register/ update their email address with their DP (in respect of shareholders who hold shares in dematerialized form) and with RTA (for those who hold shares in physical form) to enable us send you the communications via email.

    In line with aforesaid MCA Circulars and applicable SEBI Circulars, the Annual Report including Notice of the 41st AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

19. **Payment of Dividend through electronic means:**

    (a) SEBI has made it mandatory for all companies to use the bank account details furnished by the Depository and the bank account details maintained by the Registrar ad Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Members through the National electronic clearing service (NECS) /National Electronic Fund Transfer (NEFT) /Real Time Gross Settlement (RTGS)/ Direct Credit etc.

    (b) Further, the Shareholders holding shares in physical form may kindly note that SEBI, vide its various circulars has mandated that dividend shall be paid only through electronic mode with effect from 1st April, 2024. Hence the Shareholders are requested to update their details with Company/RTA by submitting ISR forms available on website of the RTA

    (c) As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account in Form ISR 1 alongwith the original cancelled cheque bearing the name of the Member to RTA / the Company to update their bank account details.

    Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants on or before Friday_, 04th September 2026.

    (d) Bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the respective Depository Participant of the Members.

20. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.

21. Member's who needs any clarification on accounts or operations of the Company shall send his/her queries addressed to the Company Secretary, so as to reach him the Company on or before Saturday,5th September 2026 on or before 05:00 pm. Such

Queries will be replied to by the course of the AGM or through separate email after AGM.

22. **Updation of Member's Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing these additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled-in form to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.

23. **Nomination Facility:**

As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. he/she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the website of the RTA, MUFG Intime India Private Limited at https://in.mpms.mufg.com/

24. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 01st April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by sending an email to dividend.tds@sandu.in latest by 11:59 P.M. (IST) before Friday,11th September 2026 Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.Format of Form 121 are available on the website of the Company www.sandu.in.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits by sending an email to dividend.tds@sandu.in. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Friday,11th September 2026

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023 and SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature

25 A. Securities and Exchange Board of India ("SEBI") had earlier 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 / Registrar and Share Transfer Agents with effect from 1st April 2019.

B. Further, SEBI had mandated the listed entities to issue shares only in dematerialised mode, with effect from 25th January 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode as against their service requests including for transmission or transposition of shares

As per the said circular, the Company has opened a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

C. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and thereafter credited to the bank account of the Shareholder electronically. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company.

D. Further, SEBI vide its circular(s) dated 3rd November 2021 and 16th March 2023 has also mandated that the Shareholder's holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities.

   Necessary prior intimation(s) in this regard was provided to the Shareholders

26. Members are informed that SEBI vide its circular dated July 31, 2023 , launched Online Resolution of Disputes (ODR Portal) at https://smartodr.in/login for dispute resolution for disputes between a listed company and its shareholder(s)/ investor(s), all disputes pertaining to or emanating from investor services such as transfer/ transmission of shares, DEMAT/ REMAT, issue of duplicate shares, transposition of holders, etc. and investor entitlements like corporate benefits, dividend, bonus shares, rights entitlements, credit of securities in public issue, interest /coupon payments on securities, etc.

    Member are also informed that SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 dated May 25, 2022 on Simplified Procedure and Standardizations on Formats for Issuance of Duplicate Securities Certificates in demat Mode, in order to make issuance of duplicate securities more efficient and investor friendly, the procedure and documentation requirements for issuance of duplicate securities has been further simplified. The requirements are;

    (a) Submission by the security holder of copy of FIR including e-FIR/Police complaint/Court injunction order/copy of plaint (where the suit filed has been accepted by the Court and Suit No. has been given), necessarily having details of the securities, folio number, distinctive number range and certificate numbers.

    (b) Issuance of advertisement regarding loss of securities in a widely circulated newspaper.

    (c) Submission of Affidavit and Indemnity bond as per the format prescribed by the Board.

    (d) There shall be no requirement of submission of surety for issuance of duplicate securities.

    SEBI further clarified that there shall be no requirement to comply with (a) and (b) of the above, if the value of securities as on the date of submission of application, along with complete documentation as prescribed by the Board does not exceed Rs.5 lakh. New formats have been prescribed which are to be submitted by the Claimant/Shareholders duly completed. After verifying and processing the documents issuing a Letter of Confirmation ("LOC") within 120 days of issue of the LOC, the claimant(s) shall submit the demat request, along with the original LOC or the digitally signed copy of the LOC, in case no such request has been received by the RTA /issuer company the securities are required to be credited to Suspense Escrow Demat Account.

27. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:**

    As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7th May, 2024, has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialization , Members are advised to dematerialise their shares held in physical form.

Members are accordingly requested to get in touch with any DP having registration with SEBI to open a Demat account or alternatively, contact the our RTA to seek guidance in the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited ("NSDL") at https://nsdl.co.in/faqs/faq.php or Central Depository Services (India) Limited ("CDSL") at https:// www.cdslindia.com/Investors/open-demat.html for further understanding the demat procedure.

28. SPECIAL WINDOW FOR RE-LODGEMENT OF TRANSFER REQUESTS OF PHYSICAL SHARES

The Securities and Exchange Board of India (SEBI), with a view to facilitate ease of investing and safeguard the interests of investors, has provided special windows for re-lodgement of transfer requests relating to physical shares.

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022, SEBI had opened a first special window for re-lodgement of transfer deeds that were lodged prior to April 1, 2019 and had been rejected, returned or remained unattended due to deficiencies in documents, procedural requirements or other reasons. This special window was available from September 7, 2022 to March 31, 2023.

Thereafter, considering the requests received from investors and to further facilitate ease of investing, SEBI has issued Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, providing a second special window for re-lodgement of such transfer requests. Accordingly, transfer deeds lodged prior to April 1, 2019, which were rejected, returned or remained unattended due to deficiencies in documents, process or otherwise, may be re-lodged during the period from July 7, 2025 to January 6, 2026.

Shareholders holding such transfer requests are advised to take note of the above timelines and contact the Company's Registrar and Share Transfer Agent (RTA) for completing the required formalities within the stipulated period.

29. 100 DAYS CAMPAIGN – "SAKSHAM NIVESHAK"

The Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs (MCA), launched the 100 Days Campaign – "Saksham Niveshak" to facilitate updation of KYC, nomination and bank account details by shareholders and to assist them in claiming unpaid and unclaimed dividends, with a view to preventing the transfer of such dividends and the corresponding shares to the Investor Education and Protection Fund (IEPF).

The first phase of the campaign was conducted from 28th July, 2025 to 6th November, 2025. Subsequently, IEPFA relaunched the campaign by introducing a Second 100 Days Campaign, which is being conducted from 1st April, 2026 to 9th July, 2026, to provide shareholders with another opportunity to complete the required formalities and claim their unpaid/unclaimed dividends.

Shareholders are encouraged to avail themselves of this opportunity to update their KYC, nomination, contact and bank account details and claim their unpaid and unclaimed dividends within the stipulated timelines, thereby avoiding the transfer of such amounts and the corresponding equity shares, wherever applicable, to the Investor Education and Protection Fund (IEPF).

Action Required

Shareholders who have not claimed their dividends or have incomplete KYC records are requested to contact the Company's Registrar and Transfer Agent (RTA) at the earliest:

MUFG Intime India Private Limited (formerly known as Link in time India Private limited), C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 Phone: 8108116767 https://web.in.mpms.mufg.com/ helpdesk/Service_Request.html

Additionally, shareholders are encouraged to register and track their requests through the SWAYAM portal: https://swayam.in.mpms.mufg.com

Important Advisory

Please note that as per applicable provisions, if dividends remain unclaimed for a period of seven consecutive years, the dividend amounts, and corresponding base shares (if available) are liable to be transferred to the Investor Education and Protection Fund Authority (IEPFA).

We urge all shareholders to take prompt action during the campaign period to safeguard their entitlements and ensure compliance with statutory requirements.

30. Register of Member and other Statutory Register will be kept open for inspection at the registered office of the company on Friday, during the working hours 11th September 2026

31. (1) SEBI vide its Circular, mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon their furnishing all the aforesaid details in entirety.

Further, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. SEBI has introduced Form ISR-1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR–4.

Relevant details and forms prescribed by SEBI in this regard including the mode of despatch are available on the website of the RTA, for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely

(2) Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address etc. immediately to their respective Depository Participants.

32. In case the Dividend has remained unclaimed the Shareholders may approach the Company with their dividend warrants for revalidation or the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/ emails to this effect to the concerned Shareholders.

33. Dispatch of AGM Notice and Integrated Annual Report through electronic mode: In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, this Notice along with the Integrated Annual Report for FY 2025-26 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Depository Participants/ MUFG Intime India Private Limited. Members may note that the Notice and Integrated Annual Report 2025-26 will also be available on the Company's website www.sandu.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) https://www.evoting.nsdl.com. Hard copy of the full Integrated Annual Report will be sent to shareholders upon request.

Additionally, as per Regulation 36(1)(b) of the Listing Regulations, a letter providing the weblink of the Annual Report for FY 2025-26 will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories / Depository Participants / MUFG Intime India Private Limited. The Company will be publishing an advertisement in Newspapers (one English newspaper and one Marathi newspaper) containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

34. Important Information for Shareholders:

1. Members may note that as per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, it is mandatory for all holders of physical securities in listed entities to update their KYC and choice of Nomination with the Registrar and Share Transfer Agent ('RTA'), in case they have not updated the same. As per the SEBI Circular, effective from April 1, 2024, RTA i.e. MUFG Intime India Private Limited will attend to all service requests of the shareholders with respect to transmission, dividend, etc., only after updating the above details in the records. As per the aforesaid SEBI

Circular, members holding securities in physical form may note that any future dividend payable against their shareholding cannot disbursed if their KYC and choice of Nomination are not updated with the RTA.

For the purpose of Updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to . MUFG Intime India Private Limited, C101,247 Park,LBS Marg,Vikhroli West, Mumbai, Maharashtra 400083 +91 22 4918 6000 Alternatively, members may send the documents by email to M/s MUFG Intime India Private Limited(formerly known as Link in time Private Limited) at inward. investor-helpdesk@in.mpms.mufg.com or upload on their web portal, provided in both cases the documents furnished shall have digital signature of the holders.

2. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.sandu.in and on the website of the M/s MUFG Intime India Private Limited(formerly known as Link in time Private Limited) at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html. It may be noted that any service request can be processed only after the folio is KYC compliant

3. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated that transfer of securities should be done in dematerialized form only. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

4. SEBI vide its Circular SEBI/HO/OIAE/OIAE_ IAD3/P/CIR/2025/3 dated March 19, 2025, titled "Harnessing Digi Locker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market" had introduced to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through Digi Locker, a key For the purpose of Updation of KYC and choice of Nomination, members are requested to send the necessary forms (ISR-1, ISR-2 and SH-13) along with the necessary attachments mentioned in the said Forms to M/s MUFG Intime India Private Limited(formerly known as Link in time Private Limited), C101,247 Park,LBS Marg,Vikhroli West, Mumbai, Maharashtra 400083.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 08th September , 2026 at 10:00 A.M. and ends on Thursday, 10th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday,04th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday,04th September 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sjdixit@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corp.sec@sandu.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to corp.sec@sandu.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at corp.sec@sandu.in. The same will be replied by the company suitably.
6. **Speaker Registration**

   Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending email to the Company by Saturday , 05th September 2026. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM

Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at corp.sec@sandu.in. The same will be replied by the company suitably.

7. **Other Instructions**

The Company has appointed CS Swapnil Dixit, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the Meeting unblock the votes in presence of atleast two witnesses (not in the employment of the Company) and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director.

a) The Results shall be declared after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.sandu.in and on the website of NSDL https://www.evoting.nsdl.com within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited where the shares of the Company are listed.

b) Subjected to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of Annual General Meeting i.e 11/09/2026

For Sandu Pharmaceuticals Limited
By order of Board of Directors
Sd/-
Pratika Mhambray
Company Secretary and Compliance Officer
ACS:36512

Dated:11/08/2026
Place: Mumbai
Registered Office:
Sandu Pharmaceuticals Limited
Plot No 25, 26, 29 & 30
Pilerne Industrial Estate, Marra
Bardez Goa- 403 511
CIN: L24233GA1985PLC001587
Tel: +91 832 6715017 Fax:+ 022-25282403
Email: corp.sec@sandu.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:

RESOLUTION NO 4: APPOINTMENT OF M/S. DAVE & DAVE, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY

The term of the existing Statutory Auditors, M/s Dileep and Prithvi , Chartered Accountants (Firm Registration No. 122290W) having Peer Review Certificate no 015925 expires at the conclusion of this Annual General Meeting.

Pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, and upon the the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 11th August 2026, recommended the appointment of M/s. Dave & Dave, Chartered Accountants (Firm Registration No. 102163W) having Peer Review Certificate no 020259, as the Statutory Auditors of the Company for a first term of five consecuive years, commencing from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company to be held in the year 2031, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes, as may be determined by the Board of Directors (including any Committee thereof) in consultation with the Statutory Auditors.

The Audit Committee and Board of Directors of the Company have considered the following credentials of M/s Dave & Dave., Chartered Accountants, while considering their appointment.

M/s. Dave & Dave, Chartered Accountants, established in 1989, is a peer-reviewed partnership firm (ICAI Firm Registration No. 102163W) with over 35 years of professional experience in audit, taxation, accounting, corporate law and secretarial compliances. The firm is led by experienced Chartered Accountants and is supported by a team of associates and professional staff. Its core services include statutory, internal, management, stock, direct and indirect tax audits, GST and income tax consultancy, corporate compliance, project financing, accounting services and valuation assignments. The firm has extensive experience serving a diverse clientele, including listed companies, public sector undertakings, banks and private enterprises across various industries

M/s. Dave & Dave have conveyed their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, will be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they satisfy the criteria relating to independence and are eligible for appointment as Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

RESOLUTION NO 5: RATIFICATION OF COST AUDITOR'S REMUNERATION

In terms of the provisions of Section 148 of the Act and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 05th May 2026, has appointed Shekhar Joshi & Company, as Cost Auditor for conducting the Cost Audit for the financial year April 2026 to March 2027, on a remuneration of ` 1,30,000/-(Rupees One Lakh Thirty Thousand only) exclusive of applicable taxes and reimbursement of out-of pocket expenses at actual.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor has to be ratified by the Members. Hence, The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 05 of the accompanying Notice be ratified by the Members.

None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 05 of the Notice

RESOLUTION NO 6: APPROVAL OF RELATED PARTY TRANSACTIONS WITH SANDU BROTHERS PRIVATE LIMITED

Regulation 23 of the SEBI Listing Regulations, inter alia, [Pursuant to Section 102 of the Companies Act, 2013] states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 1,000 crore or 10% or 5% (in case of payment towards Royalty fees) of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, as specified in Schedule XIII of the listing Regulations or such other materiality threshold as may be specified under applicable Laws/Regulations from time to time.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

Pursuant to Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30th January 2026 issued by SEBI, read with the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", necessary disclosures are given in Annexure - 1 to this Notice for the reference of the Members for approving the transactions with a related party namely, M/s Sandu Brothers Private Limited

Further, pursuant to third proviso to Regulation 23(4) of the Listing Regulations and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January 2026, the omnibus approval granted by the Shareholders for the material related party transactions in an Annual General Meeting shall be valid up to the date of next Annual General Meeting.

In view of the above, Resolution No 05 are placed for approval by the Members of the Company. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the ensuing Annual general Meeting. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the Resolution under Item No. 06 of the Notice.

Period for which approval is sought	Aggregate value of the proposed transactions
From the conclusion of 41st Annual General Meeting till the conclusion of 42nd Annual General Meeting to be held in the year 2027	Rs. 100,00,00,000 (Rs Hundred Crore)

Details as required under SEBI Master Circular No. HO/49/14/14(7)2025CFD-POD2/I/3762/2026 dated 30th January 2026 read with the 'Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" (RPT Industry Standards)' are given below:

A(1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management
1	Name of the related party	**Sandu Brothers Private Limited**
2	Country of incorporation of the related party	India
3	Nature of business of the related party	**Manufacture and Marketing of Ayurvedic Medicine**

A(2). Relationship and ownership of the related party

Sr. No	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary1 (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation***: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control2.* *While calculating indirect shareholding, shareholding held by relatives 3shall also be considered.*	Directors/Promoters of M/s Sandu Pharmaceuticals limited are shareholders of Related Party M/s Sandu Brothers Private Limited. 78.82% Shares in M/s Sandu Brothers Private Limited are held by Promoter/Director of Sandu Pharmaceuticals Limited. NA Shareholders of M/s Sandu Brothers Private Limited are Promoter Director of Sandu Pharmaceuticals Limited holding 37.78% shares in Sandu Pharmaceuticals Limited
	Nature of business of the related party	**Manufacture and Marketing of Ayurvedic Medicine**

A(3). Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
<table>
<tr><td>Sr No</td><td>Nature of transaction</td><td>FY (INR)</td></tr>
<tr><td></td><td></td><td></td></tr>
</table>
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>M/s Sandu Brothers Private Limited
<table>
<tr><th>Transactions</th><th>During Financial Total Year</th><th>Total</th></tr>
<tr><td>Sales of goods</td><td>40,78,275.66</td><td>40,78,275.66</td></tr>
<tr><td>Purchases</td><td>16,48,07,471.92</td><td>16,48,07,471.92</td></tr>
<tr><td>Royalty Paid</td><td>1,27,44,273.86</td><td>1,27,44,273.86</td></tr>
<tr><td>Total</td><td>17,34,73,470.12</td><td>17,34,73,470.12</td></tr>
<tr><td></td><td></td><td></td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately proceeding the quarter in which the approval is sought.</td><td>
<table>
<tr><th>Transactions</th><th>Total</th></tr>
<tr><td>Sales of goods</td><td>65,02,758</td></tr>
<tr><td>Purchases</td><td>20,91,31,274</td></tr>
<tr><td>Royalty Paid</td><td>1,53,92,612</td></tr>
<tr><td>Total</td><td>21,80,21,128</td></tr>
</table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>There were no instances of defaults made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.</td></tr>
</table>

A(4). Amount of the proposed transaction(s)

<table>
<tr><th>Sr No</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Not exceeding Rs 100 crores</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>
<table>
<tr><td>Sales of goods</td><td>40,78,275.66</td></tr>
<tr><td>Purchases</td><td>1,27,44,273.86</td></tr>
<tr><td>Royalty Paid</td><td>1,27,44,273.86</td></tr>
</table></td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of r</td><td>
<table>
<tr><th>Transactions</th><th>During Financial Year</th><th>Total</th></tr>
<tr><td>Sales of goods</td><td>40,78,275.66</td><td>40,78,275.86</td></tr>
<tr><td>Purchases</td><td>1,27,44,273.86</td><td>1,27,44,273.86</td></tr>
<tr><td>Royalty Paid</td><td>1,27,44,273.86</td><td>1,27,44,273.86</td></tr>
<tr><td>Total</td><td>2,95,66,823.38</td><td>2,95,66,823.38</td></tr>
</table></td></tr>
</table>

<table>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year:
<table><tr><td>Particulars</td><td>FY-</td></tr><tr><td>Turnover</td><td>25,55,79,281</td></tr><tr><td>Profit after tax</td><td>1,59,44,241</td></tr></table>Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>1. M/s Sandu Brothers Private Limited Brothers are one of the oldest and reputed company for quality medicines.
2. M/s Sandu Brothers Private Limited has all Quality control Equipment's required for regular analysis
3. M/s Sandu Brothers Private Limited is GMP Certified company in the process of obtaining WHO Accreditation.</td></tr>
</table>

A(5). Basic details of the proposed transaction

Sr No	**Particulars of the information**	**Information provided by the management**
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)	Sales/Purchase of Goods, Royalty Receipt and payment.
2	Details of each type of the proposed transaction	Products are manufactured by M/s Sandu Brothers Private Limited and Marketed by M/s Sandu Pharmaceuticals Limited and vice versa. Royalty Payments are made by M/s Sandu Pharmaceuticals to M/s Sandu Brothers Private as proprietary products are assigned by Sandu Brothers Private Limited to M/s Sandu Pharmaceuticals Limited and vice versa.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The shareholder's approval will be valid for the term of 01 year i.e for the period commencing from the 40th Annual General Meeting till conclusion of 41st Annual General Meeting to be held in the year 2026.
4	Whether omnibus approval is being sought?	*Yes*
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	not exceeding Rs 100 crores.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	1. Sandu Brothers are one of the oldest and reputed for quality medicines. 2 Sandu Brother Private Limited has all quality control equipment's required for regular analysis. 3. Sandu Brother Private Limited is GMP Certified company in the process of obtaining WHO Accreditation.

<table>
<tr><th>Sr No</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>7</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.

Explanation: Indirect interest shall mean interest held through any person over which an individual has control.

a. Name of the director / KMP

b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td><table>
<tr><th>Sr No</th><th>Name of Director</th><th>Designation</th><th>Control Direct/ Indirect</th><th>Percentage</th></tr>
<tr><td>1</td><td>Shri Umesh Sandu</td><td>Director and KMP</td><td>Direct</td><td>36.71%</td></tr>
<tr><td>2</td><td>Shri Shashank Sandu</td><td>Director</td><td>Direct</td><td>36.71%</td></tr>
<tr><td>3</td><td>Smt Shubhada Sandu</td><td>Promoter</td><td>InDirect</td><td>5.4%</td></tr>
<tr><td></td><td></td><td>Total</td><td></td><td>78.82%</td></tr>
</table></td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>The Related Party Transactions will be in line with the Company's policy on Materiality and dealing with Related Party Transactions. These Transactions are on a arm's length basis and in the ordinary course of business. The related party transactions will be supported by the valuation report of an independent director wherever necessary.

Arm Length Basis

The Company ensures that the related party transactions are done on arms length basis which are established taking into account various factors including comparable with unrelated parties or on cost plus reasonable margin basis or market price basis, where available compliance with arm's length principles is ensured based on the applicable transfer pricing regulation.</td></tr>
<tr><td>9</td><td>Other information relevant for decision making.</td><td>Not Applicable</td></tr>
</table>

B(1). Disclosure *only* in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr No	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	We have taken informal quotes from other manufacturer in this field.
2	Basis of determination of price.	As per the Valuation Report
3	In case of Trade advance (*of upto 365 days or such period for which such advances are extended as per normal trade practice*) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
	a. Amount of Trade advance	Not Applicable
	b. Tenure	Not Applicable
	c. Whether same is self-liquidating	Not Applicable

B(2).Disclosure *only* in case of transactions relating to payment of royalty

Sr No	**Particulars of the information**	**Information provided by the management**
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year. *Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately*	1. For Manufacturing Support 2. For use of composite License including IPR
	a. For use of brand name / trademark	*As a 100% of total royalty proposed to be paid*
	b. For transfer of technology know-how	*Not Applicable*
	c. For professional fee, corporate management fee or any other fee	*Not Applicable*
	d. Any other use (specify)	*Not Applicable*
2.	a. The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction. b. If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount *Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.*	Not Applicable Not Applicable 4% 4%
3.	Sunset Clause for Royalty payment, if any.	Not Applicable

C(1). Disclosure *only* in case of transactions relating to payment of royalty

<table>
<tr><th>Sr No</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td rowspan="4">1.</td><td>Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years</td><td></td></tr>
<tr><td>FY 2025-26</td><td>1,27,44,273.86</td></tr>
<tr><td>FY 2024-25</td><td>1,10,25,280.00</td></tr>
<tr><td>FY 2023-24</td><td>1,19,47,356</td></tr>
<tr><td rowspan="4">2.</td><td>Purpose for which royalty was paid to the related party during the last three financial years.
Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.
a. For use of brand name / trademark</td><td><table>
<tr><th>Financial Year</th><th>2025-26</th><th>2024-25</th><th>2023-24</th></tr>
<tr><td>Net Profit</td><td>2,65,53,932.00</td><td>2,15,58,029.00</td><td>2,07,23,742.00</td></tr>
<tr><td>Royalty paid</td><td>1,27,44,273.86</td><td>1,10,25,280.00</td><td>1,97,47,356.00</td></tr>
<tr><td>% of Net Profit</td><td>47.99</td><td>51</td><td>58</td></tr>
</table>Yes</td></tr>
<tr><td>b. For transfer of technology know-how</td><td>Yes</td></tr>
<tr><td>c. For professional fee, corporate management fee or any other fee</td><td>Not Applicable</td></tr>
<tr><td>d. Any other use (specify)</td><td>Not Applicable</td></tr>
<tr><td rowspan="5">3.</td><td>Royalty paid in last 3 FYs as % of Net Profits of previous FYs</td><td>Not Applicable</td></tr>
<tr><td>a. For use of brand name / trademark</td><td><table>
<tr><th>Financial Year</th><th>2025-26</th><th>2024-25</th><th>2023-24</th></tr>
<tr><td>Net Profit</td><td>2,65,53,932.00</td><td>2,15,58,029.00</td><td>2,07,23,742.00</td></tr>
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<tr><td>c. For professional fee, corporate management fee or any other fee</td><td>Not Applicable</td></tr>
<tr><td>d. Any other use (specify)</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.</td><td>Not Applicable</td></tr>
</table>

5.	**Peer Comparison:** Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period:

	Listed Subsidiary	Peer 1	Peer 2	Peer 3
Royalty payment over last 03 years	Aggregate amount	Aggregate amount	Aggregate amount	Aggregate amount
Royalty paid as a % of net profits over the last 03 years	NA	NA	NA	NA
Annual Growth rate of turnover last 03 years	NA	NA	NA	NA

Explanation: *In the case of the payment of, the criteria for comparison with Industry Peers shall be as follows:*

a. The Listed Entity will compare the royalty payment with a minimum of three suitable and relevant Industry Peers (i.e. apple to apple comparable Industry Peers), where feasible.

b. In cases where fewer than three Industry Peers are available, the listed entity will disclose, that only one or two peers are available for comparison.

c. If the listed entity is part of any sectoral index, the listed entity is to consider the other constituents of such sectoral index for the purpose of peer comparison which are in similar line of business.

d. In case there are no Industry Peers, the Listed Entity shall state that no Industry Peers are available *for comparison.*

* Justification as to why the proposed transactions are in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.
As stated above and in the explanatory statement to Item No. 06of the Notice.

* Whether the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole-time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.
The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer as required under the RPT Industry Standards.

* Whether the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Shareholders for approval.
The Material Related Party Transactions with M/s Sandu Brothers Private Limited has been approved by the Audit Committee, and the Board of Directors recommend the proposed transaction for the approval of the Shareholders.

* Web-link and QR Code, through which Shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.
Not applicable, as no such valuation report or other reports by external parties have been relied upon by the Audit Committee while approving the transaction.

* Affirmation that, in its assessment, the redacted disclosures still provides all the necessary information to the public Shareholders for informed decision-making.
Not applicable, as there is no information which has been redacted by the Audit Committee and the Board of Directors.

* Any other information that may be relevant.
Nil

The Audit Committee has reviewed the certificates provided by the Managing of the Listed Entity as required under the RPT Industry Standards.

The material related party transactions as set out in Item No. 06 of this Notice have been unanimously approved by the Independent Directors on the Audit Committee.

Approval of Members sought for the material related party transactions as given in Item No. 06, shall be valid up to the date of next Annual General Meeting.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolutions as set out in Item No. 06 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above, are concerned or interested in the respective resolutions.

The Members may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the Resolutions as set out in Item No. 06.

RESOLUTION NO 07:REDESIGNATION OF SHRI BALRAM VISWANATHAN AS CHAIRMAN AND MANAGING DIRECTOR

The Board of Directors, at its Meeting held on **11th July, 2026**, on the recommendation of the Nomination and Remuneration Committee, approved the redesignation of **Shri. Balram Viswanathan (DIN: 10245195)** from **Chairman and Independent Director** to **Chairman & Managing Director** of the Company for a period of **three (3) years** commencing from **11th July, 2026** and ending on **10th July, 2029**, subject to the approval of the Members of the Company.

Consequent upon his appointment as Chairman & Managing Director, Shri. Balram Viswanathan shall cease to hold office as an Independent Director of the Company.

Shri. Balram Viswanathan is a **B.Com., FCA and CPA (USA)** with over **30 years of rich and diverse experience** in the financial services industry. An Ex-Banker, his areas of expertise include Audit, Taxation, Mergers & Acquisitions Advisory, Due Diligence, Compliance, Valuation Services, Financial Control, Financial Planning & Analysis, Regulatory Reporting, Business Strategy, Treasury and Risk Management.

He has held several senior leadership positions, including Chief Financial Officer – International Banking Group at National Bank of Kuwait, Chief Finance & Operating Officer at Gulf Finance, Dubai (UAE), Country Head – Finance at Al Ahli Bank of Kuwait, Dubai (UAE), Vice President – Financial Reporting & Group Risk Control at Deutsche Bank, India and Senior Auditor at Ernst & Young, India.

He possesses extensive experience across diverse sectors including manufacturing, trading, healthcare, hospitality, food & beverages, real estate, construction, oil & gas, telecommunications and banking. He has also worked extensively with various international regulatory authorities across the GCC, the Federal Reserve, the Financial Services Authority (FSA) and the Monetary Authority of Singapore (MAS), and has significant expertise in Corporate Governance, Enterprise Risk Management, International Financial Reporting Standards (IFRS) and International Auditing Standards.

The principal terms and conditions of his appointment are as under:

1. **Tenure:**
   Three (3) years commencing from **11th July, 2026** and ending on **10th July, 2029**.
2. **Duties:**
   He shall perform such duties and exercise such powers as may be entrusted to him by the Board of Directors from time to time, subject to the superintendence, control and direction of the Board.
3. **Remuneration:**
   Rs 45,00,000 (Rupees Forty Five Lakhs only) per annum for the FY 2026-27
   Rs 54,00,000 (Rupees Fifty Four Lakhs Only) per annum for the FY 2027-28
   Rs 66,00,000 (Rupees Sixty Six Lakhs Only) per annum for the FY 2028-29
4. Perquisites and Allowances: In addition to the Salary, the Managing Director shall also be entitled to the following interchangeable perquisites. Furnished accommodation, as House Rent Allowance(HRA) ,gas, electricity ,water, furnishings, medicals reimbursement, Leave Travel Allowance for self and family, club fees, medical insurance, etc in accordance with the rules of the Company. The above perquisites are restricted to an amount equal to the salary drawn per annum. For the purpose of calculating the ceiling ,perquisite shall be evaluated as per Income Tax Rules whenever applicable.

5. Company's contribution to Provident Fund as per rules of the Company, to the extent it is not taxable under the Income Tax Act, 1961 shall not be included in the computation of the ceiling on remuneration or perquisites

6. Gratuity payable shall not exceed half a month's salary for each completed year of service. The Whole Time Director is entitled to encashment of leave at the end of tenure which shall be not be included in the computation of the ceiling on remuneration or perquisite

7. During his tenure he shall not be liable to retire by rotation.

8. In the event of loss or inadequacy of Profits in any financial year in compliance with Schedule V of the Act, compensation/perquisites as mentioned above from point shall be paid as minimum remuneration.

9. Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

The remuneration payable to Shri. Balram Viswanathan shall be in excess of the limits prescribed under Schedule V to the Companies Act, 2013. Accordingly, approval of the Members by way of a Special Resolution is being sought pursuant to the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

Shri. Balram Viswanathan shall not be liable to retire by rotation during his tenure as Chairman & Managing Director and shall not be entitled to receive sitting fees for attending meetings of the Board or Committees thereof

Considering his professional qualifications, extensive international experience and leadership capabilities, the proposed remuneration is commensurate with the remuneration paid to similarly placed professionals in comparable industries.

Shri. Balram Viswanathan does not have any pecuniary relationship, directly or indirectly, with the Company, its Promoters, Directors or Key Managerial Personnel, except for the remuneration and other benefits payable to him in his capacity as Chairman & Managing Director.

Shri. Balram Viswanathan is not related to any Director or Key Managerial Personnel of the Company.

The Board is of the opinion that the continued association of Shri. Balram Viswanathan as Chairman & Managing Director will be of immense value to the Company considering his vast professional experience, strategic leadership and expertise in finance, governance, risk management and business administration.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Except Shri. Balram Viswanathan and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

RESOLUTION NO 8: APPOINTMENT OF SMT DR NEETI MADAN KAPRE (DIN:06801264) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Smt Dr Neeti Madan Kapre (DIN: 06801264) as an Additional Director (Independent, Non-Executive) of the Company with effect from 11th July 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members.

Pursuant to Section 161 of the Act, Smt Dr Neeti Madan Kapre (DIN: 06801264) holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as an Independent Director of the Company.

The Company has received from Smt Dr Neeti Madan Kapre (DIN: 06801264)

- consent in writing to act as a Director pursuant to Section 152 of the Act;
- a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations;
- a declaration that She is not disqualified from being appointed as a Director under Section 164 of the Act;
- confirmation that She is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority; and
- confirmation regarding her registration with the Independent Directors' Databank maintained by the

Indian Institute of Corporate Affairs and compliance with the applicable provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is satisfied that Smt Dr Neeti Madan Kapre (DIN: 06801264) fulfils the conditions specified in the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Smt Dr Neeti Madan Kapre (DIN: 06801264) is MBBS,MS(ENT), DNB(ENT) .Smt Neeti Madan Kapre is MBBS- Gold Medallist (First class with Distinction all 4 years)- Indira Gandhi Government Medical College, Nagpur M.S (ENT) – K.E.M. Hospital, Mumbai D.N.B (ENT) Clinical Research Fellow, Head and Neck Services, TMH, Mumbai (August 2013 to August 2015) Global Fellowship Programme, International Foundation Head and Neck Oncologic Societies Observer ship under the Global Fellowship Programme at Memorial. In the opinion of the Board, he possesses the requisite integrity, expertise, experience and proficiency required for appointment as an Independent Director and would bring valuable knowledge and guidance to the Board.

The Board considers that her appointment would be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the Members.

A brief profile of Smt Dr Neeti Madan Kapre (DIN: 06801264) along with the disclosures required under the Companies Act, 2013, the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, forms part of the Notice.

Except Smt Dr Neeti Madan Kapre (DIN: 06801264) and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

For. Sandu Pharmaceuticals Limited
sd/-

Pratika Mhambray
Company Secretary and Compliance Officer
M No:A36512

Dated: 11/08/2026
Place: Mumbai

ANNEXURE TO THE NOTICE

Particulars and additional information of the Directors seeking Appointment/Re-appointment pursuant to Regulation 36(3) of SEBI (LODR)Regulations, 2015 and in terms of Clause 1.2.5 of Secretarial Standard - 2 on General Meetings:

Resolution No	2	7	8
Name of the Director	Smt Jayshree Sandu	Shri Balram Viswanathan	Smt Dr Neeti Madan Kapre
DIN	07480177	01132141	06801264
Date of Birth	20/07/1943	12/04/1968	30/10/1985
Age	83 years	58	41
Nationality	Indian	Indian	Indian
Date of appointment/ Reappointment on the Board	30/09/2024	11/07/2026	11/07/2026
Qualifications	B.sc in Chemistry and Dietetics	B.Com., FCA and CPA (USA)	MBBS,MS(ENT), DNB(ENT)
Expertise in specific functional area	Smt Jayashree Sandu has completed BSC (Home Science) in the year 1961 from Nagpur University and further he has completed B.sc (Dietetics) in the year 1970 from Mumbai University and has worked as a Honorary Executive on a World Health Organization (WHO) Programme on Nutrition in pregnant Indian women and infants especially in Economically Poor and weaker strata of Society and its impact on their long term health from the year 1972 to 1980.Further she has worked with Charitable trust Inlaks Hospital(NGO) as a Senior Dietician guiding / helping poor needy patients on holistic food for all round health and well being from the year 1982 till 1992. Presently working as a senior guide at Sakhee located in Mumbai from 2002 till date in inculcating Entrepreneurship in women and working mothers to alleviate them out of the poverty and guiding them to become self employed and starting small business from home at least capital	Shri. Balram Viswanathan is a **B.Com., FCA and CPA (USA)** with over **30 years of rich and diverse experience** in the financial services industry. An Ex-Banker, his areas of expertise include Audit, Taxation, Mergers & Acquisitions Advisory, Due Diligence, Compliance, Valuation Services, Financial Control, Financial Planning & Analysis, Regulatory Reporting, Business Strategy, Treasury and Risk Management.	Smt Dr Neeti Madan Kapre • MBBS- Gold Medallist (First class with Distinction all 4 years)- Indira Gandhi Government Medical College, Nagpur • M.S (ENT) – K.E.M. Hospital, Mumbai • D.N.B (ENT) • Clinical Research Fellow, Head and Neck Services, TMH, Mumbai (August 2013 to August 2015) • Global Fellowship Programme, International Foundation Head and Neck Oncologic Societies • Observer ship under the Global Fellowship Programme at Memorial Sloan Kettering Cancer Centre, New York Memberships • Founder Member – (a) Indian Society of Thyroid Surgeons (b) Vidarbha Society of Head and Neck Oncology • Executive committee member- Indian Society of Thyroid Surgeons Thyroid Society Nagpur

			• Life Member - Asia Pacific Thyroid Society - Foundation of Head & Neck Oncology - Association of Otolaryngologist in India - Vidarbha Society of Head & Neck Oncology IndianSocietyofOtolaryngologist.
Number of shares held in the company	7,37,000	0	0
List of the directorship held in other Companies.	NA	NA	Neeti Clinics Private Limited
Chairman/Member in the Committee of the Boards of Companies in which he is Director (including Pvt Company)	NA	Member of Audit Committee	NA
Relationship between directors interse and relationships with other Key Managerial Personnel of the Company	Smt. Jayshree Sandu is related to Shri Shashank Sandu	NA	NA
Terms & conditions of appointment/ reappointments	Smt. Jayshree Sandu is Non Executive, Non Independent Director liable to retire by rotation. The Appointment shall be governed by the Resolution passed by the Shareholders.	Shri Balram Viswanathan is appointed for the term of 03 years w.e.f 11th July 2026 for the term of 03 years	Dr Neeti Madan Kapre is appointed as Non Executive Independent Director for the term of 05 years with effect from 11th July 2026 not liable to retire by rotation
Remuneration paid for the Financial Year	NIL	NIL	NIL
Remuneration proposed to be paid	NIL	NIL	NIL
Name of the Listed entities from which the person has resigned in the past 03 years	NIL	NIL	NIL
Number of Meetings attended during the Financial year	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	Information disclosed in the Corporate Governance Report annexed to the Annual Report.	NA