

# NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 68<sup>th</sup> Annual General Meeting of the Members of the Company will be held on **Wednesday, 7<sup>th</sup> day of August, 2019 at 11.30 a.m.** at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune - 411 016 to transact the following business:

## **ORDINARY BUSINESS:**

1. **Adoption of accounts - Ordinary Resolution:**

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Report of the Board of Directors and the Auditors thereon.

2. **Declaration of Final Dividend on Equity Shares for the Financial Year 2018-19 - Ordinary Resolution:**

To declare the Final Dividend of ₹6.00/- (300%) per equity share of ₹2.00/- each (including a Special Dividend of ₹2.50/- i.e. 125%) per equity share for the year ended 31<sup>st</sup> March 2019.

3. **Retirement of Mr. N. J. Rathi (DIN: 00018597) Non-Executive Director and not filling up of vacancy at this Annual General Meeting - Ordinary Resolution**

"RESOLVED THAT Mr. N. J. Rathi (DIN: 00018597), Director liable to retire by rotation, retires at the 68<sup>th</sup> Annual General Meeting and the vacancy caused by the retirement of Mr. N. J. Rathi be not filled up at the 68<sup>th</sup> Annual General Meeting of the shareholders of the Company."

## **SPECIAL BUSINESS:**

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

**To appoint Dr. Deepak Parikh as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Dr. Deepak Parikh (DIN: 06504537), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, Dr. Deepak Parikh be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**To re-appoint Mr. S. N. Inamdar as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. S. N. Inamdar (DIN: 00025180), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby given for continuation of Mr. S. N. Inamdar, beyond 6<sup>th</sup> May 2020, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, Mr. S. N. Inamdar be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**To re-appoint Mr. S. Padmanabhan as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. S. Padmanabhan (DIN: 00001207), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, 2015, approval of the shareholders be and is hereby accorded for appointment and continuance of Mr. S. Padmanabhan as an Independent Director of the company for a second term who has attained the age of 75 years.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, Mr. S. Padmanabhan be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**To re-appoint Mr. D. N. Damania as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. D. N. Damania (DIN: 00403834), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI Listing Regulations, 2015, approval of the shareholders be and is hereby accorded for appointment and continuance of Mr. D. N. Damania as an Independent Director of the company for a second term who has attained the age of 75 years.

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RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, Mr. D. N. Damania be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**To re-appoint Mr. S. K. Asher as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. S. K. Asher (DIN: 00008221), who has submitted a declaration that he meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, Mr. S. K. Asher be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**To re-appoint Mrs. R. F. Forbes as an Independent Director of the Company for a period of 5 years**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. R. F. Forbes (DIN: 00137326), who has submitted a declaration that she meets the criteria for independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, Mrs. R. F. Forbes be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed, or as may be prescribed from time to time."

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

**Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the FY 2019-20 to conduct Audit of Cost Records of the Company**

"RESOLVED THAT pursuant to the provisions of Section 148 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 thereof for the time being in force), consent of the members be and is hereby accorded for the payment of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, to the Company's Cost Auditors, M/s. Parkhi Limaye & Co., Cost Accountants, Pune, (Firm Registration No. 000191), appointed by the Board of Directors of the Company, for auditing the cost records maintained for the Financial Year 2019-20."

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

**To approve requests received from Mr. Kishor L. Rath Group for reclassification from “Promoter and Promoter Group” category to “Public” category**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members be and is hereby accorded to reclassify the following person(s) / entity(ies) (hereinafter individually and jointly referred to as the applicants) from “Promoter and Promoter Group” category to “Public” category -

Name of the Shareholder	No.of Equity Shares (Face Value ₹2/- each) held of the Company	Percentage of shareholding / voting rights
Mr. Rohit Kishor Rath	46,51,600	6.72%
Mr. Kishor Laxminarayan Rath	7,61,500	1.10%
Mrs. Aruna Kishor Rath	7,61,500	1.10%
Laxminarayan Finance Private Limited	6,98,920	1.01%
<b>Total</b>	<b>68,73,520</b>	<b>9.93%</b>

RESOLVED FURTHER THAT in supersession of any provision etc., their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT Mr. P. R. Rath, Chairman, Mr. R. B. Rath, Managing Director and Mr. Mandar Velankar, Company Secretary of the Company, be and are hereby severally authorised to intimate stock exchanges post members approval, and to submit a reclassification application to the stock exchanges within the permitted time, and to do all such acts and deeds as may be necessary to give effect to this resolution.”

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

**To approve requests received from Mr. Ajoy B. Rath Group for reclassification from “Promoter and Promoter Group” category to “Public” category**

“RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, and subject to necessary approvals from the SEBI Board, Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members be and is hereby accorded to reclassify the following person(s) / entity(ies) (hereinafter individually and jointly referred to as the applicants) from “Promoter and Promoter Group” category to “Public” category-

Name of the Shareholder	No.of Equity Shares (Face Value ₹2/- each) held of the Company	Percentage of shareholding / voting rights
Mr. Ajoy B. Rath	20,51,060	2.96%
Mr. Ajoy B. Rath (HUF)	10,30,000	1.49%
Mrs. Nisha A. Rath	7,19,370	1.04%
Mr. Manan A. Rath	8,27,900	1.20%
<b>Total</b>	<b>46,28,330</b>	<b>6.69%</b>

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RESOLVED FURTHER THAT in supersession of any provision etc., their special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn/terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT Mr. P. R. Rathi, Chairman, Mr. R. B. Rathi, Managing Director and Mr. Mandar Velankar, Company Secretary of the Company, be and are hereby severally authorised to intimate stock exchanges post members approval, and to submit a reclassification application to the stock exchanges within the permitted time, and to do all such acts and deeds as may be necessary to give effect to this resolution."

## NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING.

Proxies, in order to be effective, must be received at the Registered Office of the Company, situated at 162 Wellesley Road, Pune - 411 001, Maharashtra, not less than forty-eight hours before the commencement of the AGM i.e. by 11.30 a.m. on 5<sup>th</sup> August, 2019.

Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representatives to attend and vote at the AGM.

- (b)** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed and forms an integral part of the Notice.

## 2. Voting through electronic means:

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 68<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by NSDL e-voting is optional.
- The facility for voting, through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. The Company may also make available facility for electronic voting at the venue of the Annual General Meeting for share holders who have not voted earlier using the remote electronic voting system.
- Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

## 3. 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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on personal computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - (b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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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.

#### 4. Details on Step 2 are given below:

##### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### GENERAL GUIDELINES FOR SHAREHOLDERS

- 1) Corporate and 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 **karunakaran2004@yahoo.com** with a copy marked to **evoting@nsdl.co.in**.
- 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 toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**
  - i. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 30<sup>th</sup> July, 2019, and who continue to hold the shares as on the date of 68<sup>th</sup> Annual General Meeting will be entitled to vote by poll only at the venue of the Annual General Meeting.
  - ii. The notice of the 68<sup>th</sup> AGM is being sent to all members who are holding shares as on Friday, 28<sup>th</sup> June, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30<sup>th</sup> July, 2019, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **pune@linkintime.co.in**
  - iii. **The e-voting period commences on Saturday, 3<sup>rd</sup> August, 2019 (9:00 a.m.) and ends on Tuesday, 6<sup>th</sup> August, 2019 (5:00 p.m.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> July, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - iv. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Poll / Ballot / e-voting at the venue of the meeting. If a Member casts vote by both modes, then voting done through e-voting shall prevail and the voting done through Poll / Ballot Form shall be treated as invalid.
  - v. Mr. Rajesh Karunakaran, Practicing Company Secretary, Pune, (Membership No. FCS 7441 & CP No. 6581) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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- vi. The Scrutinizer shall immediately after the conclusion of voting at AGM, first count, the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company, and shall prepare not later than 48 (forty eight) hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or by the person authorised by him in writing, shall declare the result of the voting forthwith.
- vii. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.sudarshan.com](http://www.sudarshan.com) and on the website of NSDL [www.nsdl.co.in](http://www.nsdl.co.in) immediately after the result is declared by the Chairman and forthwith communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
5. (a) **The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 31<sup>st</sup> July, 2019, to Wednesday, 7<sup>th</sup> August, 2019 (both days inclusive).**
- (b) Pursuant to Section 125 of the Companies Act, 2013, and rules made thereunder, as amended, all unclaimed dividends for the Accounting Years ended upto 31<sup>st</sup> March, 2011 have been transferred to the Investor Education and Protection Fund of the Central Government. Unclaimed dividends, for subsequent years will also be transferred to the Investor Education and Protection Fund of the Central Government if they remain unclaimed for a period of seven years from the date they became due for payment.
- (c) In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI Listing Regulations, 2015), the Company has opened a demat account by name "Sudarshan Chemical Industries Limited Unclaimed Shares Suspense Account" with IDBI Bank Limited, Tilak Bhavan, 486, Sadashiv Peth, Lal Bahadur Shastri Road, Pune-41 1030 and has transferred to the said account unclaimed shares on behalf of various shareholders who have not collected their sub-divided and bonus shares till date. In case any member approaches the Company for the collection of his / her unclaimed shares, then in such an event, the Company will approach IDBI Bank Limited, Pune for release of his / her shares subject to completion of necessary documentation.
- (d) It may be in the interest of Members to hold securities in joint names.
- (e) Effective 1<sup>st</sup> April, 2019, transfer of shares of a listed company can only be affected in dematerialised form in terms of the SEBI Listing Regulations, 2015. Shareholders holding shares in the physical form are therefore requested to dematerialise their shares in their own interest. Communication in this respect has been sent by the Company during the year to the concerned shareholders. However, transfer deeds which were lodged with the Company on or before 31<sup>st</sup> March, 2019, but were returned due to any deficiency, will be processed upon re-lodgment.
- (f) Members who hold the shares in the dematerialized form and want to change / correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. The Company, in case of such dematerialized shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.
- (g) As per RBI notification, with effect from 1<sup>st</sup> October, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. In this regard, please note that, if the Members have not provided to the Corporation or their DP the new bank account number, if any, allotted to them, after implementation of Core Banking System (CBS), credit of dividend through NECS to their old bank account number, may be rejected or returned by the banking system.
- (h) Members who hold shares in physical form and wish to avail of the Electronic Credit Services (ECS) facility for payment of dividend are requested to fill the attached form and send the same either to the Company / Link Intime India Private Limited (LIPL) for necessary processing. The information required should reach the Company / LIPL invariably on or before 25<sup>th</sup> July, 2019, failing which physical dividend warrants will be issued to the Members for the Financial Year 2018-19.



# NOTICE

- (i) Based on the records available with the Depositories, the Company has tied up with Axis Bank Limited, for payment of final dividend for the Financial Year 2018-19, if declared at the ensuing AGM.
- (j) Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company's Registrar and Share Transfer Agents at the following address :

Link Intime India Private Limited  
"Akshay Complex", Block No. 202, 2<sup>nd</sup> Floor, Near Ganesh Temple,  
Off Dhole Patil Road Pune - 411 001, Maharashtra  
Tel.No. 020-2616 0084, 020-2616 1629  
Telefax. 020-2616 3503  
E-mail: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

The Company has designated an e-mail address - **[grievance.redressal@sudarshan.com](mailto:grievance.redressal@sudarshan.com)** for timely action on investor complaints. Members are requested to forward their complaints, if any, at the designated e-mail address.

- (k) Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.
- (l) Members are requested to notify immediately any change in their address / bank account details.
- (m) As per Rule 18 of the Companies (Management and Administration) Rules, 2014, we are sending the Annual Report, i.e., Notice convening the 68<sup>th</sup> Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc. for the year ended 31<sup>st</sup> March, 2019, in electronic form, to the e-mail address registered by Members with the Company. In case, if the Member has not registered his/her e-mail id with the Company, we once again request you to register the same so that we can send you Annual Report and other official documents electronically in the near future.

E-mail for Communication - **[shares@sudarshan.com](mailto:shares@sudarshan.com)**

Members are also informed that the full text of these reports shall also be made available in an easily navigable format on our website, **[www.sudarshan.com](http://www.sudarshan.com)**. Notwithstanding the electronic communication, in case you wish to receive the reports mentioned above in physical form, please write to us at **[shares@sudarshan.com](mailto:shares@sudarshan.com)**. Physical copies of the Annual Report will also be available at our Registered Office in Pune with our Secretarial Department for inspection during office hours up to the date of the AGM.

- (n) Members desirous of getting any information about the accounts of the Company are requested to address their queries to the Company Secretary of the Company. Such requests should be received at least seven days before the date of the meeting, so that the information required can be readily made available at the meeting, to the best extent possible.
- (o) Members can avail of the nomination facility by filing Form SH-13 as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.
- (p) The Final Dividend on equity shares as recommended by the Board, if approved at the 68<sup>th</sup> Annual general Meeting, will be paid by 31<sup>st</sup> August, 2019, to those Members or their mandates whose name appear :
- (i) As Members in the Register of Members of the Company on 30<sup>th</sup> July, 2019 and
- (ii) As Beneficial Owners on 30<sup>th</sup> July, 2019 as per the lists to be furnished by NSDL and CDSL in respect of shares held in electronic form.

All documents referred to in the Notice and accompanying explanatory statement and requisite Statutory Registers are open for inspection at the Registered Office of the Company on all working days of the Company during office hours upto the date of the Annual General Meeting and at the venue of the Annual General Meeting

By Order of the Board of Directors  
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

MANDAR VELANKAR

DEPUTY GENERAL MANAGER - LEGAL & COMPANY SECRETARY

Pune, 24<sup>th</sup> May, 2019

## NOTICE

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Ordinary Business / Special Business mentioned in the Notice and should be taken as forming part of the Notice.

#### ITEM NO. 3 OF THE NOTICE:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, and rules made thereunder, Mr. N. J. Rath (00018597) Non - Executive and Non - Independent Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting, and he has not offered himself for re-appointment and hence he is retiring from the Board. The Board places on record the excellent and enduring contribution made by Mr. N. J. Rath during his association of more than 50 (Fifty) years in various capacities with the Company in its evolving years.

#### ITEM NO. 4 OF THE NOTICE:

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI Listing Regulations, 2015, the Board of Directors at its meeting held on 8<sup>th</sup> February, 2019, had appointed Dr. Deepak Parikh (DIN: 06504537) as an Additional Director (Independent) till the conclusion of the ensuing Annual General Meeting.

It is hereby recommended to appoint him as an Independent Director for the period of 5 (Five) years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. The Company has received a declaration in writing from Dr. Parikh that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Dr. Deepak Parikh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for his appointment as an Independent Director of the Company. The Board also considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice, for the approval of the members.

A brief profile of Dr. Deepak Parikh is provided as Annexure A to the Explanatory Statement. Dr. Parikh is not debarred or disqualified from being appointed as a Director of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

Except Dr. Deepak Parikh, being appointee, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 4 of the notice.

#### ITEM NO. 5 OF THE NOTICE :

Mr. S. N. Inamdar (DIN: 00025180), was appointed as an Independent Director by the members of the Company at its 63<sup>rd</sup> Annual General Meeting held on 9<sup>th</sup> August, 2014, for the period of 5 (five) years with effect from 9<sup>th</sup> August, 2014, to 8<sup>th</sup> August, 2019.

SEBI vide its Notification dated 9<sup>th</sup> May, 2018, notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which came in force with effect from 1<sup>st</sup> April, 2019. In terms of the said amendment, no Listed Company shall appoint a person or continue directorship of any person who has attained the age of seventy five years unless approval of the members is obtained by way of Special Resolution.

Consent of the members by way of Special Resolution is required for re-appointment of Mr. Inamdar, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations, 2015, consent of the members by way of Special Resolution is also required for continuation of a Non - Executive Director beyond the age of seventy five years. During the proposed term of Mr. Inamdar will attain the age of seventy five years on 6<sup>th</sup> May, 2020. The Special Resolution under Item No. 5 once passed, shall also be deemed as your approval under the Listing Regulations, 2015, for continuation of Mr. Inamdar as an Independent Director. The Company has received a declaration in writing from the Director that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, Mr. S. N. Inamdar fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for his appointment as an Independent Director of the Company.

# NOTICE

Since the first term of Mr. Inamdar as an Independent Director was due for expiry, based on the recommendation of the Nomination and Remuneration Committee, considering the skills, experience, knowledge he possesses and the report of performance evaluation of Mr. Inamdar for the Financial Year 2018-19, the Board at its meeting held on 24<sup>th</sup> May, 2019, recommended for the approval of the members, the re-appointment of Mr. S. N. Inamdar as an Independent Director for a second term of consecutive five years from 7<sup>th</sup> August, 2019 up to 6<sup>th</sup> August, 2024 in terms of Section 149 read with Schedule IV to the Act ('the Act'), SEBI Listing Regulations, 2015, or any amendment thereto or modification thereof.

The Board also considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company.

Accordingly, the Board recommends the resolution set out at Item No. 5 of the Notice, for the approval of the members.

A brief profile of Mr. S. N. Inamdar is provided as Annexure A to the Explanatory Statement. Mr. S. N. Inamdar is not debarred or disqualified from being re-appointed as a Director of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

Except Mr. S. N. Inamdar, being appointee, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 5 of the notice.

## **ITEM NOS. 6 TO 9 OF THE NOTICE :**

Mr. S. Padmanabhan (DIN: 00001207), Mr. D. N. Damania (DIN: 00403834), Mr. S. K. Asher (DIN: 00008221) and Mrs. R. F. Forbes (DIN: 00137326) were appointed as Independent Directors by the members of the Company at its 63<sup>rd</sup> Annual General Meeting held on 9<sup>th</sup> August, 2014, for the period of 5 (five) years with effect from 9<sup>th</sup> August, 2014, to 8<sup>th</sup> August, 2019.

SEBI vide its Notification dated 9<sup>th</sup> May, 2018, notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which came in force with effect from 1<sup>st</sup> April, 2019. In terms of the said amendment, no Listed Company shall, appoint a person or continue directorship of any person who has attained the age of seventy five years unless approval of the members is obtained by way of Special Resolution.

As on date, age of Mr. S. Padmanabhan and Mr. D. N. Damania, exceeds seventy five years and hence approval of members by way of Special Resolution is required at the ensuing Annual General Meeting.

Further pursuant to the provisions of Section 149 of the Companies Act, 2013, and Rules made thereunder, members approval by way of Special Resolution is sought at the ensuing Annual General Meeting for the re-appointment of Mr. S. Padmanabhan, Mr. D. N. Damania, Mr. S. K. Asher and Mrs. R. F. Forbes as Independent Directors for a period of 5 (five) years with effect from 7<sup>th</sup> August, 2019, to 6<sup>th</sup> August, 2024.

The Company has received declarations in writing from the Directors that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015.

In the opinion of the Board, the abovementioned Directors fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, for their appointment as Independent Directors of the Company. The Board also considers that their association would be of immense benefit to the Company and it is desirable to avail their services as Independent Directors on the Board of the Company.

Since the first terms of Mr. S. Padmanabhan, Mr. D. N. Damania, Mr. S. K. Asher and Mrs. R. F. Forbes as Independent Directors were due for expiry, based on the recommendation of the Nomination and Remuneration Committee, considering the skills, experience, knowledge they possess and the report of performance evaluation of these Directors for the Financial Year 2018-19, the Board at its meeting held on 24<sup>th</sup> May, 2019, recommended for the approval of the members, the re-appointment of Mr. S. Padmanabhan, Mr. D. N. Damania, Mr. S. K. Asher and Mrs. R. F. Forbes as Independent Directors for a second term of consecutive five years from 7<sup>th</sup> August, 2019 up to 6<sup>th</sup> August, 2024 in terms of Section 149 read with Schedule IV to the Act ('the Act'), SEBI Listing Regulations, 2015, or any amendment thereto or modification thereof.

Accordingly, the Board recommends the resolutions set out at Item Nos. 6 to 9 of the Notice, for the approval of the members.

A brief profile of the above mentioned Directors is provided as Annexure A to the Explanatory Statement. The said Directors are not debarred or disqualified from being re-appointed as Directors of the Company by the Board/Ministry of Corporate Affairs or any such other statutory authority.

## NOTICE

Except Mr. S. Padmanabhan, Mr. D. N. Damania, Mr. S. K. Asher and Mrs. R. F. Forbes, being appointees, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item Nos. 6 to 9 of the notice.

### ITEM NO. 10 OF THE NOTICE :

The Board of Directors at their meeting held on 24<sup>th</sup> May, 2019, based on the recommendation of the Audit Committee, appointed M/s. Parkhi Limaye & Co., Cost Accountants, Pune (Firm Registration No.: 000191) as Cost Auditors of the Company for auditing the cost records for the Financial Year 2019-20, at remuneration of ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand) plus applicable taxes thereon and reimbursement of out of pocket expenses.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, and rules made thereunder, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

The Board recommends the resolution set out at Item No. 10 of the notice, for the approval of members of the Company.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 10 of the Notice.

### ITEM NO. 11 OF THE NOTICE :

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation on 8<sup>th</sup> February, 2019, the Company received requests for reclassification from the following shareholders regarding their respective shareholding into the Company -

Name of the Shareholder	No. of Equity Shares (Face Value ₹2/- each) held in the Company	Percentage of shareholding / voting rights
Mr. Rohit Kishor Rathi	46,51,600	6.72%
Mr. Kishor Laxminarayan Rathi	7,61,500	1.10%
Mrs. Aruna Kishor Rathi	7,61,500	1.10%
Laxminarayan Finance Private Limited	6,98,920	1.01%
<b>Total</b>	<b>68,73,520</b>	<b>9.93%</b>

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that -

- They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- They do not exercise control over the affairs of the Company directly or indirectly;
- They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- They do not represent on the board of directors (including not having a nominee director) of the Company;
- They do not act as a key managerial person in the Company;
- They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 8<sup>th</sup> February, 2019, which require members' approval by way of an Ordinary Resolution, and stock exchanges' approval subsequently. After receipt of the necessary approvals, Promoters' shareholding in the Company would be 42.96%.

Accordingly, the Board recommends the resolution set out at Item No. 11 of the Notice, for the approval of the members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company, or their respective relatives are in any way concerned or interested in the resolution set out at Item No. 11 of the Notice.

# NOTICE

## ITEM NO. 12 OF THE NOTICE :

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides a mechanism regarding reclassification of shareholding from "Promoter and Promoter Group" category to "Public" category. In terms of the said Regulation on 6<sup>th</sup> May, 2019, the Company received requests for reclassification from the following shareholders regarding their respective shareholding into the Company -

Name of the Shareholder	No.of Equity Shares (Face Value ₹2/- each) held in the Company	Percentage of shareholding / voting rights
Mr. Ajoy B. Rathi	20,51,060	2.96%
Mr. Ajoy B. Rathi (HUF)	10,30,000	1.49%
Mrs. Nisha A. Rathi	7,19,370	1.04%
Mr. Manan A. Rathi	8,27,900	1.20%
<b>Total</b>	<b>46,28,330</b>	<b>6.69%</b>

Mr. Ajoy B Rathi is also entitled to an undivided share of Company's shares held by B.J. Rathi - HUF, Balkrisna Rathi Family Trust and Balkrishna Rathi Finance Private Limited aggregating to -14,97,500 shares and constituting 2.16 % of the total equity share capital of the Company.

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015, the aforesaid shareholders seeking reclassification have confirmed that -

- i) They, together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) They do not exercise control over the affairs of the Company directly or indirectly;
- iii) They do not have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements;
- iv) They do not represent on the board of directors (including not having a nominee director) of the Company;
- v) They do not act as a key managerial person in the Company;
- vi) They are not 'wilful defaulters' as per the Reserve Bank of India Guidelines;
- vii) They are not fugitive economic offenders.

Further, the aforesaid shareholders have confirmed that subsequent to reclassification, they would continue to comply with the requirements as mentioned in Regulation 31A(4) of the SEBI Listing Regulations, 2015.

The said requests for reclassification were considered and analyzed by the Board of Directors at its meeting held on 6<sup>th</sup> May, 2019, which require members' approval by way of a Ordinary an Resolution, and stock exchanges' approval subsequently. After receipt of the necessary approvals, in respect of requests dated 8<sup>th</sup> February, 2019, and 6<sup>th</sup> May, 2019, Promoters' shareholding in the Company would be 36.27%.

Accordingly, the Board recommends the resolution set out at Item No. 12 of the Notice, for the approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their respective relatives except Mr. Rajesh B. Rathi (and his mother Mrs. Kusum B. Rathi) are in any way concerned or interested in the resolution set out at Item No. 12 of the Notice.

By Order of the Board of Directors  
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

MANDAR VELANKAR

DEPUTY GENERAL MANAGER - LEGAL & COMPANY SECRETARY

Pune, 24<sup>th</sup> May, 2019

# NOTICE

## Annexure A to the Explanatory Statement

Additional Information on Director(s) recommended for appointment / re-appointment as required under Regulation 36 of the Listing Regulations, 2015, and applicable Secretarial Standards as on 31<sup>st</sup> March, 2019

### A. Dr. Deepak Parikh (DIN: 06504537)

- Dr. Deepak Parikh has Ph.D. degrees in Polymer Science and Engineering from the University of Tennessee, USA, and in Materials Science and Engineering from the University of Utah, USA. He has also completed his B. S. in Chemical Engineering from the Institute of Chemical Technology (UDCT) in Mumbai, India. He has an experience of more than twenty years in specialty chemicals, commodity plastics, chemicals and materials.
- Age: 57 years
- Nature of expertise in specific functional areas: Dr. Parikh is having an experience of 20 plus years in specialty chemicals, commodity plastics, chemicals and materials etc.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not Related
- Other listed companies in which Dr. Parikh holds directorship(s): Nil
- Other listed companies in which Dr. Parikh holds committee membership(s): Nil
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: Nil
- Key terms and conditions of appointment: As per the Resolution No. 4 of this Notice, Dr. Deepak Parikh shall hold office for a term of 5 (five) years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.
- Remuneration proposed to be paid: Dr. Parikh shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: N.A.
- Date of first appointment on the Board: Appointed as an Additional (Independent) Director effective 1<sup>st</sup> April, 2019
- No. of Board Meetings attended: N.A.

### B. Mr. S. N. Inamdar (DIN: 00025180)

- Mr. Inamdar stood first in the first class in the B. Com examination of the Pune University, and also first class first in the L.L.B. examination of the Mumbai University and won Gold Medal. He is retained by the several Industrial Groups as a Tax Consultant.
- Age: 74 years
- Nature of expertise in specific functional areas: Mr. Inamdar is a leading Advocate and expert in Income Tax matters.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: N.A.
- Other listed companies in which Mr. Inamdar holds directorship(s): Finolex Industries Limited
- Other listed companies in which Mr. Inamdar holds committee membership(s): Finolex Industries Limited: Audit Committee - Chairman, Remuneration Committee - Chairman, Stakeholders' Relationship Committee - Member
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: Nil
- Key terms and conditions of appointment: As per the Resolution No. 5 of this Notice, Mr. Inamdar shall hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019 to 6<sup>th</sup> August, 2024.
- Remuneration proposed to be paid: Mr. Inamdar shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: Sitting Fees paid for the FY 2018-19: ₹2,60,000/-, proposed Commission for the FY 2018-19: ₹8,00,000/-.
- Date of first appointment on the Board: 2<sup>nd</sup> August, 1989
- No. of Board Meetings attended: 5 out of 7



# NOTICE

## C. Mr. S. Padmanabhan (DIN: 00001207)

- Mr. Padmanabhan has completed M. Sc. (Physics) from Delhi University and Bachelor of General Law from Mumbai University. He has a Diploma in Development Economics from University of Cambridge, U.K. and a Diploma in Management Accounting from Bajaj Institute of Management, Mumbai. A former IAS Officer, Mr. Padmanabhan, has wide experience in setting up of industrial projects, finance and administration.
- Age: 79 years
- Nature of expertise in specific functional areas: Mr. Padmanabhan has wide experience in setting up industrial projects, finance and administration.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: N.A.
- Other listed companies in which Mr. Padmanabhan holds directorship(s): Force Motors Limited, Sanghvi Movers Limited, Premier Limited.
- Other listed companies in which Mr. Padmanabhan holds committee membership(s): Force Motors Limited: Nomination and Remuneration Committee – Chairman, Audit Committee – Member, CSR Committee – Chairman, Sanghvi Movers Limited: Risk Management Committee – Chairman, Audit Committee – Chairman, Nomination and Remuneration Committee – Member, CSR Committee – Member, Premier Limited: Audit Committee - Chairman, Nomination and Remuneration Committee - Chairman
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: Nil
- Key terms and conditions of appointment: As per the Resolution No. 6 of this Notice, Mr. S. Padmanabhan shall hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019 to 6<sup>th</sup> August, 2024.
- Remuneration proposed to be paid: Mr. Padmanabhan shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: Sitting Fees paid for the FY 2018-19: ₹1,60,000/-, proposed Commission for the FY 2018-19: ₹7,00,000/-
- Date of first appointment on the Board: 25<sup>th</sup> September, 2002
- No. of Board Meetings attended: 7 out of 7

## D. Mr. Dara N. Damania (DIN: 00403834)

- Mr. Damania has a degree in Mechanical Engineering from College of Engineering, Pune, and is a renowned technocrat.
- Age: 82 years
- Nature of expertise in specific functional areas: Mr. Damania is a renowned technocrat.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: N.A.
- Other listed companies in which Mr. Damania holds directorship(s): Sanghvi Movers Limited, KSB Pumps Limited, Finolex Industries Limited
- Other listed companies in which Mr. Damania holds committee membership(s): Sanghvi Movers Limited: Audit Committee – Member, Nomination and Remuneration Committee – Member, Stakeholders' Relationship Committee – Member, Risk Management Committee – Member, CSR Committee – Member, KSB Pumps Limited: Audit Committee – Chairman, Nomination and Remuneration Committee – Chairman, CSR Committee – Chairman, Stakeholders' Relationship Committee – Chairman, Finolex Industries Limited: Stakeholders' Relationship Committee – Member, Audit Committee – Member, Nomination and Remuneration Committee - Member
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: 930 equity shares
- Key terms and conditions of appointment: As per the Resolution No. 7 of this Notice, Mr. Dara N. Damania shall hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019 to 6<sup>th</sup> August, 2024.
- Remuneration proposed to be paid: Mr. Damania shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: Sitting Fees paid for the FY 2018-19: ₹3,00,000/-, proposed Commission for the FY 2018-19: ₹6,00,000/-.
- Date of first appointment on the Board: 20<sup>th</sup> November, 1984
- No. of Board Meetings attended: 6 out of 7

## NOTICE

### E. Mr. Sanjay K. Asher (DIN: 00008221)

- Mr. Asher is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and a Commerce and Law Graduate from Bombay University. He is a Senior Partner of M/s. Crawford Bayley & Co., Mumbai.
- Age: 55 years
- Nature of expertise in specific functional areas: Mr. Asher is a Senior Partner of M/s. Crawford Bayley & Co., Mumbai.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: N.A.
- Other listed companies in which Mr. Asher holds directorship(s): Ashok Leyland Limited, Balkrishna Industries Limited, Finolex Industries Limited, Tribhovandas Bhimji Zaveri Limited
- Other listed companies in which Mr. Asher holds committee membership(s): Ashok Leyland Limited: Audit Committee – Chairman, Stakeholders' Relationship Committee – Chairman, Balkrishna Industries Limited: Nomination and Remuneration Committee – Member, Finolex Industries Limited: Nomination and Remuneration Committee – Member, Tribhovandas Bhimji Zaveri Limited: Nomination and Remuneration Committee – Member
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: Nil
- Key terms and conditions of appointment: As per the Resolution No. 8 of this Notice, Mr. S. K. Asher shall hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019 to 6<sup>th</sup> August, 2024.
- Remuneration proposed to be paid: Mr. Asher shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: Sitting Fees paid for the FY 2018-19: ₹3,40,000/-, proposed Commission for the FY 2018-19: ₹7,00,000/-
- Date of first appointment on the Board: 24<sup>th</sup> January, 2009
- No. of Board Meetings attended: 7 out of 7

### F. Mrs. Rati F. Forbes (DIN: 00137326)

- Mrs. Forbes is a Graduate in Psychology and Sociology from Bombay University and has further completed special courses on Women in Leadership, Human Resources and Organisational Behaviour and Social Entrepreneurship and Philanthropy from IIM Ahmedabad and Stanford University. She has also completed her Masters in Sustainability Leadership & Management from Cambridge University, UK.
- Age: 62 years
- Nature of expertise in specific functional areas: Mrs. Forbes has been a Director of Forbes Marshall Private Limited since 1999 and was involved in overseeing the Human Resources function till 2012. During her time, the company received many awards at National Level.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: N.A.
- Other listed companies in which Mrs. Forbes holds directorship(s): Automotive Stampings and Assemblies Limited
- Other listed companies in which Mrs. Forbes holds committee membership(s): Automotive Stampings and Assemblies Limited: Audit Committee – Member, Nomination and Remuneration Committee – Member, CSR Committee – Chairman, Stakeholders' Relationship Committee – Chairman
- Shareholding in the Company as on 31<sup>st</sup> March, 2019: Nil
- Key terms and conditions of appointment: As per the Resolution No. 9 of this Notice, Mrs. Rati F. Forbes shall hold office for a term of 5 (five) years with effect from 7<sup>th</sup> August, 2019 to 6<sup>th</sup> August, 2024.
- Remuneration proposed to be paid: Mrs. Forbes shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the policy of the Company
- Remuneration last drawn: Sitting Fees paid for the FY 2018-19: ₹1,80,000/-, proposed Commission for the FY 2018-19: ₹5,00,000/-
- Date of first appointment on the Board: 29<sup>th</sup> March, 2014
- No. of Board Meetings attended: 5 out of 7

# NOTICE

## SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune - 411 001

**CIN : L24119PN1951PLC008409**

Dear Member,

### **SUBJECT : REGISTRATION OF E-MAIL ADDRESS**

This is to inform you that Rule 18 of the Companies (Management and Administration) Rules, 2014, permits companies to serve the documents viz. annual reports, notices of general meetings / postal ballot, other documents etc. to the members through electronic mode. In this regard please see Note No. 5(o) forming part of the Notice of the Annual General Meeting dated 24<sup>th</sup> May, 2019.

In view of the above, we are pleased to send the above referred documents to you through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

Incase you hold your shares in physical form, we therefore request you to register your e-mail address and / or changes therein from time to time with the Company's e-mail id - **shares@sudarshan.com**

Incase you hold your shares in electronic form, you are requested to register your e-mail address with your Depository Participant (DP).

Notwithstanding the electronic mode of communication, in case you require physical copies of annual reports and other documents you may send an email at **shares@sudarshan.com** by quoting the name of first / sole shareholder, Folio no / DP ID and Client ID. On receipt of this e-mail, the above documents will be posted to you free of cost.

We request your whole hearted support to this "Green Initiative" by opting for electronic mode of communication.

Yours faithfully,

By Order of the Board of Directors  
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

MANDAR VELANKAR

Deputy General Manager - Legal & Company Secretary

Pune, 24<sup>th</sup> May, 2019

# NOTICE

## REGISTRATION OF E - MAIL ADDRESS FORM

As per Rule 18 of the Companies (Management and Administration) Rules, 2014,  
(In case of physical holding - send to our Registrar and Transfer Agent In case of demat holding -  
send to your Depository Participant)

Link Intime India Private Limited

**Unit : Sudarshan Chemical Industries Limited**

Akshay Complex, Block No. 202,  
2nd Floor, Off Dhole Patil Road,  
Near Ganesh Temple, Pune 411001

I / we shareholder (s) of Sudarshan Chemical Industries Limited, hereby accord my / our approval to receive documents viz., annual reports, notices of general meetings / postal ballot, other documents etc. in electronic mode.

I / we request you to note my / our latest email address, as mentioned below. If there is any change in the E-mail address, I / we will promptly communicate the same to you. I / we attach the self attested copy of PAN Card / Aadhar Card / Passport towards identification proof for the purpose of verification.

Folio No / DP ID and Client ID	
Name of first / sole share holder	
Name of joint share holder(s) if any	
Registered Address	
E-mail address (to be registered)	

Place:

Date :

(Signature of shareholder)

# NOTICE

## SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune - 411 001

CIN : L24119PN1951PLC008409

### ECS MANDATE FORM FOR PAYMENT OF DIVIDEND

(In case of physical holding - send to our Registrar and Transfer Agent In case of demat holding - send to your Depository Participant)

I/We request you to arrange for payment of my / our dividend through ECS facility for credit the same to my / our account as per details given below :

1. First / Sole Shareholder's Name	
2. If shares not Dematerialised - Registered Folio No.	
3. If shares Dematerialised - DPID No. and Client ID No.	
4. * Particulars of Bank Account	
a. Bank Name	
b. Branch Name	
c. Address of the Branch	
d. 9 - digit MICR code number of the Bank and Branch as appearing on the MICR Cheque issued by the Bank.	
e. Account type	Savings (    )    Current (    )
f. Account Number as appearing on the Cheque Book	

Please attach a cancelled photocopy of cheque issued by the Bank for verification of the above details.

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information or for any other reason, I/We would not hold the Company responsible. In case of ECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument and sent to my/our Bankers at the address provided above and to be considered as a mandate by me/us. This instruction will hold good for payment of dividend for subsequent years also unless revoked by me/us in writing.

**Yours faithfully,**

Name and signature of First/Sole Shareholder

Place :

Date :

Note : \* In case if you have already submitted the above information kindly ignore this communication.

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# NOTICE

## SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune - 411 001

CIN : L24119PN1951PLC008409

### PROXY FORM

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

Name of the Member(s) :	
Registered Address :	
E-Mail ID :	
Folio No./Client ID :	
DP ID :	

I/We, being member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
2. Name: \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, 7<sup>th</sup> day of August, 2019 at 11.30 a.m. at Sumant Moolgaokar Auditorium, A - Wing, Ground Floor, Maharashtra Chamber of Commerce, Industries and Agriculture, ICC Complex, Senapati Bapat Road, Pune - 411 016, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

## NOTICE

Sr. No.	Resolutions	Vote ( Optional see Note 3 ) *		
		FOR	AGAINST	ABSTAIN
<b>ORDINARY BUSINESS</b>				
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019, together with the Report of the Board of Directors and the Auditors thereon - Ordinary Resolution			
2.	To declare the Final Dividend of ₹6.00/- (300%) per equity share of ₹2.00/- each (including a Special Dividend of ₹2.50/- i.e. 125%) per equity share for the year ended 31 <sup>st</sup> March, 2019 - Ordinary Resolution			
3.	Retirement of Mr. N. J. Rathi (DIN: 00018597) Non - Executive Director, and not filling up of vacancy at the AGM			
<b>SPECIAL BUSINESS</b>				
4.	To appoint Dr. Deepak Parikh as an Independent Director of the Company for a period of 5 years w.e.f. 1 <sup>st</sup> April, 2019 - Ordinary Resolution			
5.	To re-appoint Mr. S. N. Inamdar as an Independent Director of the Company for a period of 5 years w.e.f. 7 <sup>th</sup> August, 2019 - Special Resolution			
6.	To re-appoint Mr. S. Padmanabhan as an Independent Director of the Company for a period of 5 years w.e.f. 7 <sup>th</sup> August, 2019 - Special Resolution			
7.	To re-appoint Mr. D. N. Damania as an Independent Director of the Company for a period of 5 years w.e.f. 7 <sup>th</sup> August, 2019 - Special Resolution			
8.	To re-appoint Mr. S. K. Asher as an Independent Director of the Company for a period of 5 years w.e.f. 7 <sup>th</sup> August, 2019 - Special Resolution			
9.	To re-appoint Mrs. R. F. Forbes as an Independent Director of the Company for a period of 5 years w.e.f. 7 <sup>th</sup> August, 2019 - Special Resolution			
10.	Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the FY 2019-20 to conduct Audit of Cost Records of the Company- Ordinary Resolution			

# NOTICE

11.	To approve requests received from Mr. Kishor L. Rathi Group for reclassification from "Promoter and Promoter Group" category to "Public" category - Ordinary Resolution			
12.	To approve requests received from Mr. Ajoy B. Rathi Group for reclassification from "Promoter and Promoter Group" category to "Public" category - Ordinary Resolution			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Affix ₹1/-  
Revenue  
Stamp

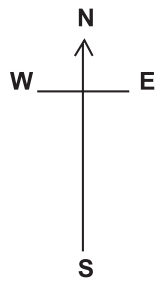
Signature of Shareholder

Signature of Proxy holder Notes :

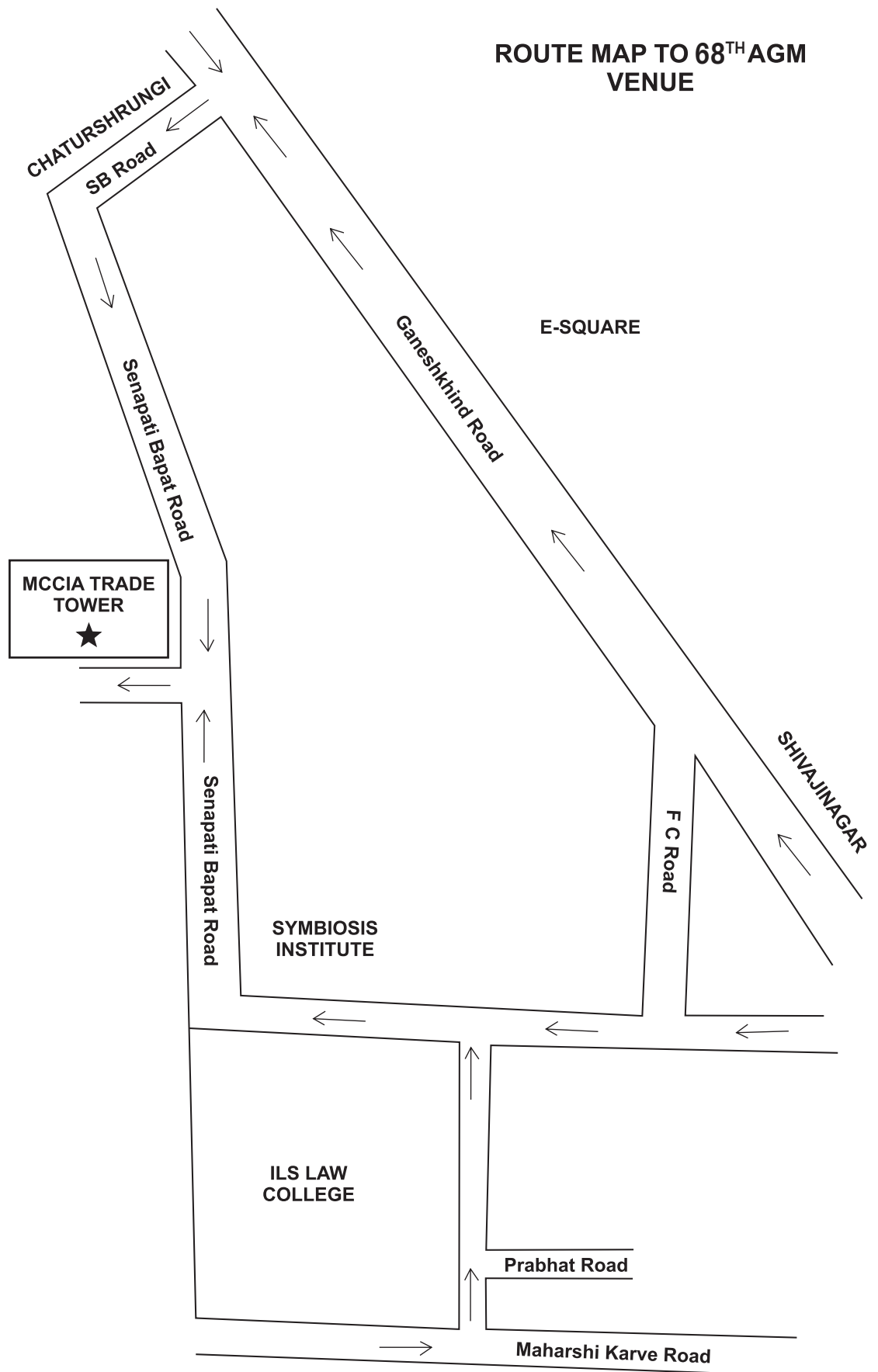
**Notes:**

1. This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statement and notes, please refer to Notice of the 68<sup>th</sup> Annual General Meeting.
3. \* It is optional to indicate your preference. If you leave the FOR, AGAINST OR ABSTAIN Column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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# ROUTE MAP TO 68<sup>TH</sup> AGM VENUE



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