

NOTICE

Notice is hereby given that the 65th Annual General Meeting of the Members of the Company will be held on **Friday, the 12th day of August, 2016 at 11.30 A.M.** at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Maharashtra 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 financial statements and consolidated audited financial statements of the Company for the Financial Year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditors .

2. **Declaration of Final Dividend and confirmation for the Interim Dividend paid during March, 2016 - Ordinary Resolution:**

To declare final dividend on equity shares for the year ended 31st March 2016 and to confirm the declaration and payment of interim dividend of Rs.2.50 (125%) per equity share for the Financial Year 2015-16.

3. **Reappointment of Mr. N. J. Rathi as Director- Ordinary Resolution:**

To appoint a Director in place of Mr. N. J. Rathi (DIN 00018597), who retires by rotation and, being eligible, seeks reappointment.

4. **Appointment of Statutory Auditors- Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, as amended and the Companies (Audit and Auditors) Rules, 2014, as amended, and further based on the recommendation of the Audit Committee and the Board of Directors, the appointment of M/s B.K. Khare & Co.,(Firm Reg. No.105102W), Chartered Accountants, the retiring Auditors, as Statutory Auditors of the Company be and is hereby ratified at such remuneration and reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus service tax to hold the office from conclusion of the 65th Annual General Meeting until the conclusion of the 66th Annual General Meeting and the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to this resolution.

SPECIAL BUSINESS:

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

Approval for appointment of Mr. R.B. Rathi as a Director not liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, as amended, and the rules there under, as amended, Mr. R. B. Rathi, Dy. Managing Director, Non-Independent Director and presently Director liable to retire by rotation (DIN 00018628), be and is hereby appointed from the date of this Annual General Meeting, as a Director not liable to retire by rotation.

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

Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the Financial Year 2016-17 to conduct Audit of Cost Records of the Company for "Specified Products".

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules there under, as amended, and subject to approvals as may be required from the Central Government, the appointment of Parkhi Limaye & Co., Cost Accountants in practice (Registration No. 191) to audit the cost records with respect to "Specified Products" of the Company

for the Financial Year ending 31st March, 2017 at a remuneration of Rs. 1,00,000/- (Rupees One Lac Only) plus service tax, as applicable, and out of pocket expenses be and is hereby ratified and approved and the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to this resolution.

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

To accept deposits from Members and Public:

RESOLVED THAT pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013, as amended, and the Companies (Acceptance of Deposits) Rules, 2014, as amended, and other applicable provisions, if any, and subject to such conditions, approvals, permissions as may be necessary, consent of the Members be and is hereby accorded to the Company for inviting and accepting, from time to time, deposits from Members of the Company and the Public to such extent that the deposits outstanding and the deposits to be accepted shall not exceed 10% of the aggregate paid-up share capital, free reserves and securities premium account of the Company as per the latest audited accounts, as adopted by the Company in this general meeting and 25% of the aggregate of paid-up share capital, free reserves and securities premium account of the Company as per the latest audited accounts, as adopted by the Company in this general meeting, in respect of the deposits to be accepted from the Members of the Company and public respectively.

RESOLVED FURTHER THAT in the event of any revision in the limits prescribed under Section 73 and 75 of the Companies Act, 2013 and / or rules laid down thereunder for acceptance of deposits from Public and Members, this approval by Members shall be deemed to include any such revisions as if it was originally approved by the members in this Annual General Meeting.

RESOLVED FURTHER THAT Directors be and is hereby severally authorised to finalize the terms and conditions of acceptance of deposits and without limitation to sign and file the necessary forms or documents with the statutory authorities concerned and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution.

NOTES:

1. a. Mr. N.J. Rathi, Director retires by rotation at the ensuing 65th Annual General Meeting and being eligible, offers himself for reappointment. Mr. N. J. Rathi is part of the Promoter Group and holds 24,17,650 equity shares of the Company aggregating to 3.49% of the total paid-up share capital of the Company. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information to be provided for the retiring Director is given below:

Mr. N. J. Rathi-Other directorships:

S. No.	Name of the Company	Board position held
1	RIECO Industries Limited	Director
2	Prescient Color Limited	Director
3	NJR Finance Private Limited	Director
4	Rathi Brothers Poona Limited	Director
5	Rathi Brothers Delhi Limited	Director
6	Rathi Brothers Calcutta Limited	Director
7	Rathi Brothers Madras Limited	Director
8	Rathi Brothers Private Limited	Director
9	Rathi Enterprises Private Limited	Director
10	Crop Care Federation of India	Director

Mr. N.J.Rathi-Committee positions held :

S. No.	Name of the Company	Name of the Committee	Position held
1	Sudarshan Chemical Industries Limited	Stakeholders Relationship Committee	Member
		Nomination and Remuneration Committee	Member
2	Prescient Color Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

(i) Brief resume of director;

Mr. N. J. Rathi, Non-Executive Director, is M. Com from University of Pune and M.B.A. from USA and has been associated with the Company for more than four decades.

(ii) Nature of his expertise in specific functional areas;

Mr. N. J. Rathi was earlier managing the operations of Agro Chemicals Division as Vice President and was also designated as Director and Company Secretary. Mr. N. J. Rathi retired from the services of the Company w.e.f. 14th August, 2010.

(iii) Disclosure of relationships between directors inter se-

Mr. N.J. Rathi is part of the Promoter Group.

b. **Mr. R. B. Rathi-Other directorships:**

S. No.	Name of the Company	Board position held
1	RIECO Industries Limited	Director
2	Prescient Color Limited	Director
3	Balkrishan Rathi Finance Private Limited	Director
4	Rathi Brothers Poona Limited	Director
5	Rathi Brothers Delhi Limited	Director
6	Rathi Brothers Calcutta Limited	Director
7	Rathi Brothers Madras Limited	Director
8	Rathi Brothers Private Limited	Director
9	Rathi Enterprises Private Limited	Director
10	Sudarshan Europe B.V.	Chairman
11	Sudarshan North America, Inc.	Chairman
12	Sudarshan CSR Foundation	Director
13	Marathwada Chemical Industries Pvt. Ltd.	Chairman

Mr. R. B. Rathi-Committee positions held :

S. No.	Name of the Company	Name of the Committee	Position held
1	Sudarshan Chemical Industries Limited	CSR Committee	Member
		Risk Management Committee	Member
2	Prescient Color Limited	Audit Committee	Member
		Nomination and Remuneration Committee	Member

- (i) Brief resume of director;
Mr. R. B. Rathi, Dy. Managing Director, is B. E. Mech. Engg from MIT, Pune, B. S. Chem. Engg. from Ohio University USA and M.B.A. from Pittsburgh University, USA. Mr. R. B. Rathi has been associated with the Company for the past two decades.
- (ii) Nature of his expertise in specific functional areas;
Mr. R. B. Rathi has been designated as Dy. Managing Director w.e.f. 1st April, 2014 and is heading and substantially controlling the overall operations of the Pigment Division of the Company for the past several years besides other key areas. He is also the 'Occupier' for Roha and Mahad plants of the Company.
- (iii) Disclosure of relationships between directors inter se-
Mr. R.B. Rathi is part of the Promoter Group.

- c. 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.

- d. 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. a. **Voting through electronic means:**

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted *vide* notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 65th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL).
- ii. 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.
- iii. 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.
- iv. The instructions for Voting through electronic means are as under:

- b. **In case a Member receives an email from NSDL** [for Members whose email IDs are registered with the Company / Registrar & Transfer Agent i.e. Link Intime India Private Limited / Depository Participants(s)]:

- 1. Open email and open PDF file viz. " SUDARSHAN e-Voting.pdf" with your Folio no. / Client ID as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- 2. Open Internet browser and type URL viz. <https://www.evoting.nsdl.com>
- 3. Click on Shareholder-Login

4. Insert 'USER ID' and 'Initial Password' as noted in Step 1 above and click 'Login'.
 5. The Password Change Menu will appear on your screen. Change to a new Password of your choice making sure that, it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your Password confidential and not to share the same with any other person.
 6. Once e-Voting home page opens, Click on remote e-Voting > Active Voting Cycles
 7. Select the EVEN (E-Voting Event Number) of Sudarshan Chemical Industries Limited.
 8. Now you are ready for remote e-voting as 'the Cast Vote' page opens.
 9. Cast your vote by selecting appropriate option and click 'Submit' and also 'Confirm' when prompted.
 10. Upon confirmation, the message 'Vote cast successfully' will be displayed. Please note that once your vote is cast on selected resolution, it cannot be modified.
 11. Institutional shareholders (i.e. members other than individuals, HUF, NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory [ies) who are authorized to vote, to the Scrutinizer through email at **karunakaran2004@yahoo.com** with a copy marked to **evoting@nsdl.co.in**
- c. **In case a Member receives physical copy of the Notice of AGM** [for members whose email IDs are not registered with the Company / Registrar & Transfer Agent viz. Link Intime India Private Limited / Depository Participant(s) or requesting physical copy]:
1. Initial password will be provided separately:
EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
 2. **Please follow all steps from Sr. No.(2) to (11) above, to cast the vote.**
 - I. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for Members and remote e-voting user manual for Members available on the website **www.evoting.nsdl.com** under the 'Downloads Section'. You can also contact NSDL via email at **evoting@nsdl.co.in**
 - II. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
 - III. You can also update your mobile number and e-mail ID in the user profile details of the Folio which may be used for sending future communication(s).
 - IV. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 5th August, 2016 and who continue to hold the shares as on the date of 65th AGM will be entitled to vote by poll only at the venue of the AGM.
 - V. The notice of the 65th AGM is being sent to all Members who are holding shares as on 8th July, 2016.
 - VI. Any person who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 5th August, 2016, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in or pune@linkintime.co.in**
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.

- VII. **The e-voting period commences on Tuesday, 9th August, 2016 (9:00 AM) and ends on Thursday, 11th August, 2016 (5:00 PM).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- VIII. A Member can opt for only one mode of voting i.e. either through e-voting or by poll or ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the voting done through poll or ballot Form shall be treated as invalid.
- IX. 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.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.sudarshan.com** and on the website of NSDL **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.
- d. **The Register of Members and Share Transfer Books of the Company will remain closed from Monday 1st August, 2016 to Friday, 12th August, 2016 (both days inclusive).**
- Pursuant to Sections 205A and 205C of the erstwhile Companies Act, 1956, all unclaimed dividends for the Accounting Years ended upto 31st March, 2008 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.
- In terms of the erstwhile Listing Agreement and the requirements of Regulation 39 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI thereto, the Company has opened a demat account by the name "Sudarshan Chemical Industries Limited Unclaimed Shares Suspense Account" with IDBI Bank Limited, Tilak Bhavan, 486, Sadashiv Peth, Lal Bahadur Shastri Road, Pune-411030 and has transferred to the said account 6,81,850 unclaimed shares on behalf of various Members 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. Members may also note that the dividends pertaining to these unclaimed shares i.e. Rs. 7,90,187/- (dividend for FY 2014-15) and Rs. 17,03,475/- (interim dividend for FY 2015-16) have also been transferred to separate Current Accounts with IDBI Bank Limited, Pune for better control, monitoring and year end reporting.
- e. It may be in the interest of the Members to hold securities in joint names.
- f. Members who are still holding the shares in physical form may consider surrendering the shares with the concerned Depository Participant since it is advantageous to hold the shares in dematerialized form.
- g. Members who hold the shares in the dematerialized form and want to change or 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 and Transfer Agent is obliged to use only the data provided by the Depositories.

- h. As per RBI notification, with effect from 1st 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 Depository Participant 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.
- i. 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 30th July, 2016 failing which physical dividend warrants will be issued to the Members for the year 2015-16.**
- j. Based on the records available with the Depositories, the Company has tied up with HDFC Bank Limited for payment of Final Dividend for the Financial Year 2015-16.
- k. Members who do not wish to avail of the NECS are requested to avail the facility of Dividend mandate to enable despatch of Dividend warrants directly to their bankers for credit of dividend to their accounts.
- l. Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company's Registrar and Transfer Agents at the following address :
 Link Intime India Private Limited
 "Akshay Complex", Block No. 202, 2nd Floor
 Near Ganesh Temple, Off Dhole Patil Road
 Pune 411 001
 Tel. No. 020-26160084, 020-26161629
 Telefax. 020-26163503
 E-mail: pune@linkintime.co.in
 Website: www.linkintime.co.in
- m. The Company has designated an e-mail address - **grievance.redressal@sudarshan.com** for timely action on investor complaints. Members are requested to forward their complaints, if any, to the designated e-mail address.
- n. Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.
- o. Members are requested to notify immediately any change in their address / bank account details.
- p. As per Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending the Annual Report, i.e., Notice convening the 65th AGM, Financial Statements, Directors Report, Auditors' Report, etc. for the year ended March 31st, 2016, in electronic form, to the e-mail address registered by Members with the Company.

In case you have not registered your e-mail id with the Company, we once again request you to register the same so that we can send you the Annual Report and other official documents electronically in the near future.

E-mail for Communication – **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**. 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**. Physical copies of the Annual Report will also be available at our Registered Office in Pune with Secretarial Department for inspection during office hours up to the date of the AGM.

- q. Members / Proxies are requested to bring their attendance slips along with copies of the Annual Report as extra copies of the Annual Report will not be made available at the venue of the AGM.
- r. 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 extent possible.
- s. 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.
- t. The Final Dividend on equity shares as recommended by the Board, if approved at the 65th Annual General Meeting, will be paid within thirty days from the date of declaration to those Members or their mandatees whose names appear:
 - (a) as Members in the Register of Members of the Company on 12th August, 2016; and
 - (b) as beneficial owners on 12th August, 2016 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 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

Pune, May 27, 2016

P. S. RAGHAVAN
COMPANY SECRETARY

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 material facts relating to the Special Business mentioned under Item Nos. 5 to 7 of the Notice.

Item No. 5 of the Notice:

The present composition of the Board of Directors of the Company comprises of seven Independent Directors and five Non-Independent Directors. In the 63rd AGM of the Company held on 9th August, 2014, Mr K. L. Rathi, Mr. N. J. Rathi and Mr. R. B. Rathi, Non-Independent Directors were appointed by Members as Directors liable to retire by rotation and Mr. P. R. Rathi, Non-Independent Director was appointed by the Members as a Director not liable to retire by rotation.

In terms of Section 152(6) of the Companies Act, 2013 and considering the present composition of the Board of Directors, there is scope for appointment of one more Director as Director not liable to retire by rotation. The Board of Directors in its meeting held on 27th May 2016 after due consideration has accorded its approval to the appointment of Mr. R. B. Rathi as a Director not liable to retire by rotation.

Details of other Directorships and Committee positions of Mr. R. B. Rathi, Dy. Managing Director are already provided elsewhere in the Notice of the AGM.

The Directors recommend the Ordinary Resolution to the Members for their approval.

Except for Mr. R. B. Rathi, Dy. Managing Director and his relatives, none of the other directors / Key Managerial Personnel and/or their relatives are interested or concerned, financially or otherwise, in the passing of the resolution set out at Item No. 5 of the Notice.

Item No.6 of the Notice:

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records relating to the Company. On the recommendation of the Audit Committee at its meeting held on 27th May, 2016, the Board of Directors have approved the appointment of Parkhi Limaye & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2016-17 for auditing the cost records of the Company pertaining to "Specified Products" and also have approved their remuneration payable thereon.

Parkhi Limaye & Co. have submitted a letter regarding their eligibility for appointment as cost auditors which will be available for inspection at the Registered Office of the Company during office hours on all working days upto and including the date of the 65th AGM of the Company.

The Directors recommend the Ordinary Resolution to the Members for their approval.

None of the Directors, Key Managerial Personnel and/or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No.6 of the Notice.

Item No. 7 of the Notice:

Considering the provisions of the Companies Act, 2013 and the provisions of the Companies (Acceptance of Deposits) Rules, 2014, if the Company decides to accept the deposits from the Members or Public, a resolution needs to be passed in the General Meeting of the Members of the Company permitting acceptance of deposits and approving the terms and conditions, subject to which such deposits shall be accepted. Considering the present financial position of the Company, the Company may not be required to accept deposits.

In order to enable the Board of Directors to take a decision about acceptance or renewal of deposits, from time to time, depending on the financial position of the Company and prevalent rate of interest, the Board of Directors recommend that powers be vested in the Directors of the Company to accept the deposits from the Members of the

Company and from the Public, up to the permitted limits. Such deposits would be unsecured deposits carrying interest rate as prevalent from time to time. The term of deposits to be accepted shall not be less than six months and not more than thirty six months or such term as may be prescribed under the Companies Act, 2013. The Company, before accepting deposits, shall comply with all other formalities as prescribed by the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, as amended.

The Directors recommend the Ordinary Resolution to the Members for their approval.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

Pune, May 27, 2016

P.S.RAGHAVAN
COMPANY SECRETARY

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. (p) forming part of the Notice of the Annual General Meeting dated 27th May, 2016.

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.

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** or with NSDL / CDSL.

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,

For Sudarshan Chemical Industries Limited

sd/-

P.S.Raghavan
Company SecretaryPlace :Pune
Date:27th May, 2016

REGISTRATION OF E – MAIL ADDRESS FORM

As per Rule 18 of the Companies (Management and Administration) Rules, 2014,

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 / 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)

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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SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune 411 001
CIN : L24119PN1951PLC008409

Dear Member,

In order to give you better service and also to safeguard your interest, you are requested to inform us your Bank Account details, if not already informed, to be printed on all future dividend warrants to be mailed to you at your address registered with the Company. You are requested to fill in the coupon below (signature should match with your signature on record) and mail the same to the Company at the earliest.

The dividend warrant, printed with your name, bank, branch name and account number, will be mailed to your residential address, as usual, or directly to your bank, if instructed by you.

Thank you.

Yours truly,

P. S.RAGHAVAN
 Company Secretary

Notes :

Incorporation of Bank Account details in Dividend Warrants shall be without any liability whatsoever on the part of the Company.

You are also requested to intimate any error or change in your name and/or address as given on the envelope of this communication.

..... (Tear here)

Company Secretary
 Sudarshan Chemical Industries Limited
 162 Wellesley Road, Pune 411 001

Name : _____
 Address : _____

Dear Sir,
 Ref : Folio No.

I/We refer to your recent communication. As desired, I/We give my/our Bank Account details to be printed on my/our Dividend Warrant(s):

Name of first named member _____
 (Capital letters)

Current/Saving Account No. _____

Name of Bank _____

Branch at _____

Address of Bank _____

Date _____

Signature _____

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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 : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 65th Annual General Meeting of the Company, to be held on Friday, 12th day of August, 2016 at 11.30 A.M. at Sumant Moolgaokar Auditorium, A – Wing, Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, ICC Complex, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

Sr. No.	Resolutions	Vote (Optional see Note 3) *		
		FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS				
1	Approval of Financial Statements of the Company for the Year ended 31 st March, 2016.			
2	Approval for declaration of final dividend for the year ended 31 st March, 2016 and confirmation of the Interim Dividend paid during March, 2016.			
3	Appointment of Mr. N. J. Rathi, Director liable to retire by rotation.			
4	Appointment of Statutory Auditors for FY 2016-17 and fixing their remuneration.			
SPECIAL BUSINESS				
5	Approval for appointment of Mr. R.B. Rathi, Dy. Managing Director as Director not liable to retire by rotation.			
6	Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the Financial Year 2016-17 to conduct Audit of Cost Records of the Company for "Specified Products".			
7	To accept deposits from Members and Public.			

Signed this _____ day of _____ 2016

Affix
Rs. 1/-
Revenue
Stamp

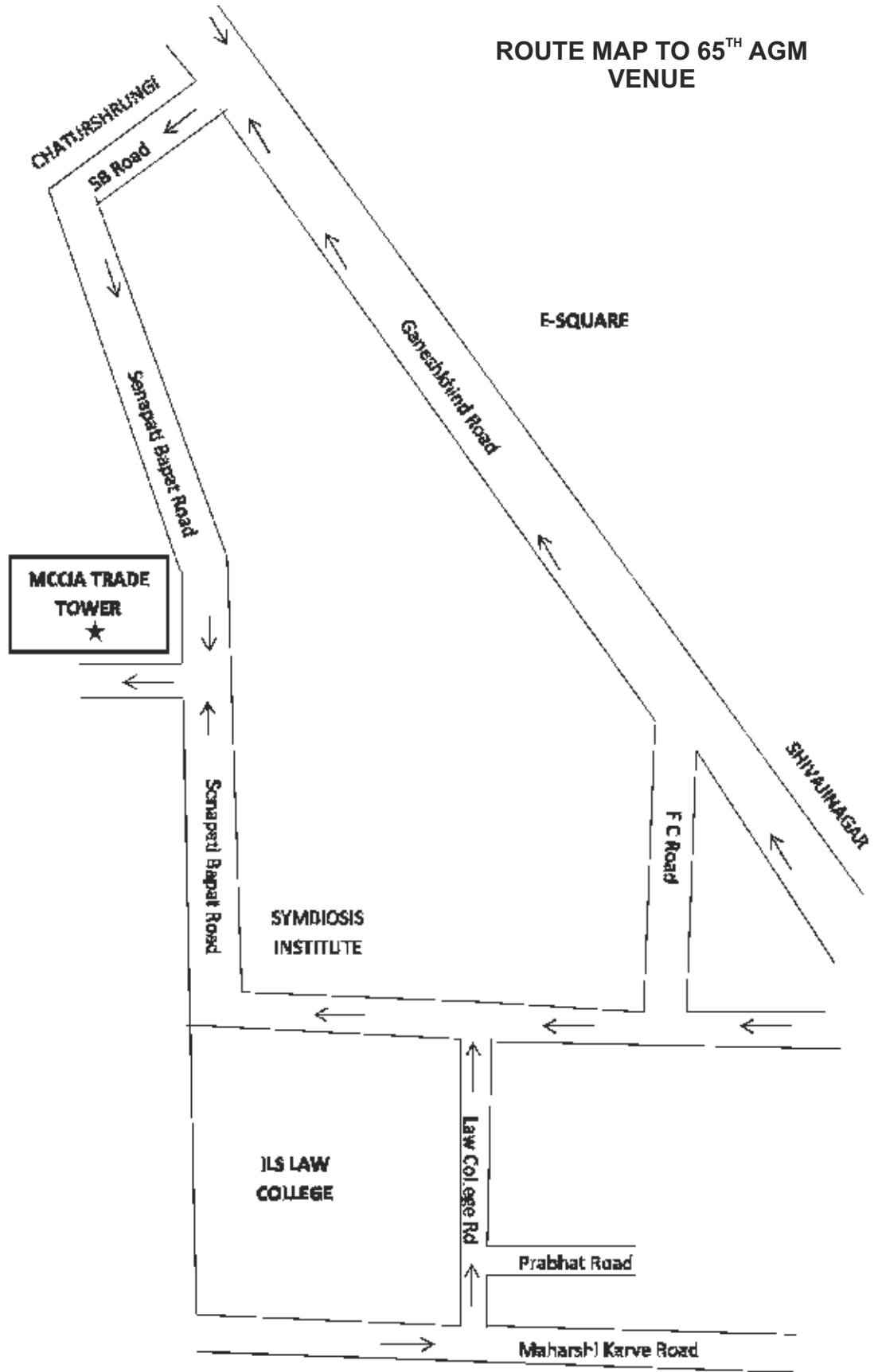
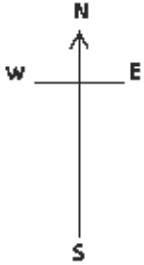
Signature of Shareholder

Signature of Proxy holder

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 65th 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.

ROUTE MAP TO 65TH AGM VENUE



SUDARSHAN

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office : 162 Wellesley Road, Pune 411 001