

Notice

NOTICE IS HEREBY GIVEN THAT the 69th Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, 4th September, 2020 at 4.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. The venue of the meeting shall be deemed to be the Registered and Global Head Office of the Company at 162 Wellesley Road, Pune – 411 001, Maharashtra, India.

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 31st March, 2020 together with the Report of the Board of Directors and the Auditors thereon.

2. To confirm the Interim Dividend paid during the Financial Year 2019-20 as Final Dividend - Ordinary Resolution:

To confirm the payment of Interim Dividend of ₹ 6.30/- (Six Rupees and Thirty Paise only) per equity share of ₹ 2/- each paid during the Financial Year 2019-20 as Final Dividend for the Financial Year ended 31st March, 2020.

3. To appoint a Director in place of Mr. A. Vij (DIN: 08140194) Wholetime Director, who retires by rotation and being eligible, offers himself for re-appointment - Ordinary Resolution

SPECIAL BUSINESS:

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

To approve change in status of directorship of Mr. P. R. Rathi as "Director liable to retire by rotation" in lieu of "Director not liable to retire by rotation."

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for changing the status of directorship of Mr. P. R. Rathi (DIN: 00018577) as 'Director liable to retire by rotation' in lieu of 'Director not liable to retire by rotation'."

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

To appoint Mr. A. N. Rathi as a Non - Executive and Non - Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder, as amended, and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. A. N. Rathi (DIN: 00018683), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and Rules made thereunder and Articles of Association of the Company, and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing as per Section 160 of the Act and Rules made thereunder from a member proposing his candidature for the office of Director, and who has submitted a written consent to act as a Director and intimation that he is not disqualified to act as a Director be and is hereby appointed as a Non - Executive and Non - Independent Director, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, and Regulation 17 of SEBI Listing Regulations, 2015, Mr. A. N. Rathi 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."

Notice

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

To re-appoint Mrs. S. A. Panse as an Independent Director for a second term 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 Regulations 16(1)(b) and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”) as amended, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. S. A. Panse (DIN: 02599310), who was appointed as an Independent Director of the Company with effect from 14th August, 2015 up to 13th August, 2020, and who has submitted a written consent to act as a Director and intimation that she is not disqualified to act as a Director, and 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 as per Section 160 of the Act and Rules made thereunder from a member proposing her candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) years with effect from 14th August, 2020, up to 13th August, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 197 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, and Regulation 17 of SEBI Listing Regulations, 2015, Mrs. S. A. Panse 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 an Ordinary Resolution:

Ratification for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the FY 2020-21 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 2020-21.”

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed and forms an integral part of the Notice. The Board of Directors have considered and decided to include the Item Nos. 4 to 7 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (“SEBI”), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), the 69th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation

Notice

in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained in the notes below and is also available on the website of the Company at www.sudarshan.com

3. As explained above the AGM is being conducted through VC / OAVM, in compliance with the provisions of the Act and Rules made thereunder, SEBI Listing Regulations, 2015 and as per the above mentioned MCA and SEBI Circulars. In accordance with the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), read with clarification / guidance on applicability of Secretarial Standards – 1 and 2 dated 15th April, 2020, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed to be the venue of the AGM.
4. A member entitled to vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and proxy need not be a member of the Company. In terms of the MCA Circulars, as the AGM is to be conducted through VC / OAVM, and since physical attendance of member is dispensed with, there is no requirement of appointment of proxies. Therefore, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
5. Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder, B S R & Associates LLP, Chartered Accountants (Firm Registration. No.: 116231W/W-100024) were appointed as Statutory Auditors of the Company for a period of 5 (five) years i.e. from the conclusion of 66th AGM till the conclusion of 71st AGM to be held in year 2022. As per the Notification issued by MCA on 7th May, 2018 amending Section 139 of the Act and Rules made thereunder, the mandatory requirement for ratification of appointment of Statutory Auditors by the members at every AGM has been omitted, and hence the Company is not proposing an item on ratification of appointment of Statutory Auditors at this AGM.

ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

6. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only in electronic mode to Members whose e-mail address is registered with the Company / Registrar and Transfer Agent (“RTA”) or Depository Participant(s) (“DP”). The Company will not be dispatching physical copies of such statements and Notice of AGM to any member.
7. Members who have not updated their email address with the Company / RTA / DPs may do so by following the procedure given below:

a) Registration of email id for members holding shares in physical form -

The members of the Company who hold shares in physical form and who have not registered their email addresses may get their email addresses registered with the Company’s RTA, Link Intime India Private Limited (“Link Intime”), by clicking the link: https://linkintime.co.in/emailreg/email_register.html or through their web site www.linkintime.co.in > Investor Services > E mail / Bank Registration > select ‘SUDARSHAN CHEMICAL INDUSTRIES LIMITED’ and follow the registration process as guided therein. On submission of the member’s details, an OTP will be received by the member, which needs to be entered in the link for verification.

b) Registration of email id of members holding shares in Demat form -

Members are requested to register their email address, in respect of their demat holding with their respective DP’s.

8. A copy of the Notice of this AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at www.sudarshan.com, on the website of Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

Notice

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. Members will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members login by using the remote e-voting credentials. The link for VC / OAVM will be available in Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further members can also use the OTP based login for logging into the e-voting system of NSDL.
10. For convenience of the members and proper conduct of AGM, members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC / OAVM will be made available on first come first serve basis.
11. Members who need assistance before or during the AGM with use of technology, can send a request at evoting@nsdl.co.in or use Toll free no.: 1800-222-990; or contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone number +91-22-24994545.
12. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM. In case any Institutional Members, facing issues for participating in AGM can write to grievance.redressal@sudarshan.com.
13. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
14. In view of the massive outbreak of COVID-19 pandemic, social distancing has to be a pre – requisite. Pursuant to the above mentioned MCA Circulars, physical attendance of the members is not required at the AGM, and therefore members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE FOR SPEAKER REGISTRATION, SUBMISSION OF QUESTIONS / QUERIES:

15. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number, their queries / views / questions at shares@sudarshan.com.
16. Members holding shares as on the cut-off date i.e. Friday, 28th August, 2020, and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to shares@sudarshan.com during Monday, 31st August, 2020, 9.00 am to Thursday, 3rd September, 2020, 5.00 pm (e-voting period dates) Those members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM.
17. Members can also express their views or post their questions during the AGM through a facility available in the VC / OAVM facility.
18. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM
19. Pursuant to Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, and in compliance with Regulation 44 of the SEBI Listing Regulations, 2015, as amended, the Company is pleased to provide voting by electronic means ("remote e-voting") to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members. **The e-voting Event Number (EVEN) for this purpose is '113327'.**

Notice

20. The voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the members on Friday, 28th August, 2020 (on close of business hours) ("Cut-off date"). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting.

21. The instructions for e-voting are as under:

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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under '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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 113327 then user ID is 113327001***

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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

Notice

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
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.

Details on Step 2 is 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

22. 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 and shares@sudarshan.com.
23. 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.
24. 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 to Ms. Pallavi Mhatre, Manager, NSDL, at evoting@nsdl.co.in or pallavid@nsdl.co.in or at telephone no. +91-22-24994545.

Notice

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

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shares@sudarshan.com or RTA at pune@linkintime.co.in

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@sudarshan.com or RTA at pune@linkintime.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 Friday, 28th August, 2020, and who continue to hold the shares as on the date of 69th Annual General Meeting will be entitled to vote at the AGM.

ii. The notice of the 69th AGM is being sent to all members who are holding shares as on Friday, 7th August, 2020.

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. Friday, 28th August, 2020, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **pune@linkintime.co.in**

Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday, 31st August, 2020 and will end at 5.00 p.m. on Thursday, 3rd September, 2020.

The remote e-voting module shall be disabled for voting thereafter.

The e-voting window shall be activated upon instruction of the Chairman of the meeting during the AGM.

e-voting during the AGM is integrated with the VC / OAVM platform and therefore no separate login is required.

Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>.

iii. Mr. Rajesh Karunakaran, Practicing Company Secretary, Pune, (Membership No. FCS 7441 & CP No. 6581) has been appointed as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

iv. The scrutinizer shall after the conclusion of voting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.

The Results declared along with a Scrutinizer's Report will be placed on the Company's website at www.sudarshan.com and on the website of NSDL at www.nsdl.co.in immediately after the result is declared by the Chairman or a person authorized by him and simultaneously be forwarded to the Stock Exchanges viz. BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively.

25. (a) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 29th August, 2020 to Friday, 4th September, 2020 (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 up to 31st March, 2012 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Unclaimed dividends, for subsequent years will also be transferred to the IEPF if they remain unclaimed for a period of seven years from the date they became due for payment. For more information, members are requested to refer to the Shareholders Information section forming part of this Annual Report.

Notice

- (c) In terms of the 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-411030, Maharashtra, India, 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) As per Regulation 40 of the SEBI Listing Regulations, 2015, as amended, securities of the listed entity can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares members holding shares in the physical form are therefore requested to dematerialise their shares in their own interest.
- (f) SEBI vide its Circular dated 20th April, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all security holders. Members holding shares in physical form are therefore requested to visit the website of Company's RTA Link Intime India Private Limited ("Link Intime"), by clicking the link: https://linkintime.co.in/emailreg/email_register.html or through their web site www.linkintime.co.in > Investor Services > E mail / Bank Registration > select 'SUDARSHAN CHEMICAL INDUSTRIES LIMITED' and follow the registration process as guided therein. On submission of the member's details, an OTP will be received by the member, which needs to be entered in the link for verification.
- (g) 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.
- (h) The Company had declared an Interim Dividend of ₹ 6.30/- (Six Rupees and Thirty Paise only) per equity share of ₹ 2/- each (i.e. 315%), during the Financial Year 2019-20, which included a Special Dividend on account of Profit on Exceptional Item during the Financial Year 2019-20 amounting to ₹ 0.50/- (Fifty Paise only) per equity share of ₹ 2/- each. The payment of Interim Dividend was declared by the Board of Directors on 28th February, 2020, and was credited on 20th March, 2020, through electronic mode i.e. NACH/RTGS/NEFT/DCF etc. to such members whose bank details were available with the Company. For the rest of the members, whose bank details were not available, the dividend warrants were issued in physical form but due to outbreak of COVID-19, the postal service was not operational and hence the dispatch of dividend warrants could not be completed. However, upon resumption of the postal service, the dispatch of dividend warrants / demand drafts, as applicable, was completed.
- (i) 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, 2nd Floor, Near Ganesh Temple, Off Dhole Patil Road Pune - 411 001, Maharashtra

Tel. No. 020-2616 0084, 020-2616 1629

Tele fax. 020-2616 3503

E-mail: pune@linkintime.co.in Website: www.linkintime.co.in

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, at the designated e-mail address.

Notice

- (j) Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.
- (k) Members are requested to notify immediately any change in their address / bank account details.
- (l) 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.
- (m) Members can avail of the nomination facility in respect of securities held by them in physical form as per Section 72 of the Companies Act, 2013, Rules made thereunder. Members desiring to avail this facility may send their nomination in the prescribed form duly filled in to RTA. Members holding shares in the electronic form may contact their respective DP's.
- (n) Details as required by Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at this AGM form part of the Explanatory Statement annexed hereto.
- (o) During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, and relevant documents referred to in this Notice of AGM and Explanatory Statement and the Certificate from the Auditors of the Company certifying that ESOP Scheme of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations, 2014") shall be available for inspection on the website of the Company, www.sudarshan.com.

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

MANDAR VELANKAR

DEPUTY GENERAL MANAGER - LEGAL & COMPANY SECRETARY

Pune, 22nd June, 2020

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. 4 OF THE NOTICE:

Considering the present composition of the Board of Directors, consisting of Independent and Non-Independent Directors, and in order to comply with the provisions of Section 152 of the Companies Act, 2013 and Rules made thereunder, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended to change the status of directorship of Mr. P. R. Rathi (DIN: 00018577) as 'Director liable to retire by rotation' in lieu of 'Director not liable to retire by rotation'.

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 Mr. P. R. Rathi is provided as an Annexure to the Explanatory Statement. Mr. P. R. Rathi 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 Mr. P. R. Rathi, being appointee, and his immediate relatives, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 4 of the notice.

ITEM NO. 5 OF THE NOTICE:

Pursuant to the provisions of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rules made thereunder, and Regulation 17 of SEBI Listing Regulations, 2015, the Board of Directors at its meeting held on 7th August, 2019, had appointed Mr. A. N. Rathi (DIN: 00018683) as an Additional (Non – Executive) Director till the conclusion of the ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board hereby recommends to appoint Mr. A. N. Rathi as a Non – Executive and Non – Independent Director, liable to retire by rotation, at the ensuing Annual General Meeting. In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding candidature of Mr. A. N. Rathi for the office of the director. Mr. A. N. Rathi has given his consent for the said appointment and has also confirmed that he is not disqualified from being appointed as a director in terms of section 164 of the Act. Mr. A. N. Rathi is not debarred or disqualified from being appointed as a Director of the Company by the Securities and Exchange Board of India (SEBI) /Ministry of Corporate Affairs or any such other statutory authority.

The Board is of the opinion that Mr. A. N. Rathi possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have his association with the Company as Director of the Company. The remuneration payable to Mr. A. N. Rathi, if any, shall be governed as per the Remuneration Policy of the Company's policy.

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. A. N. Rathi is provided as an Annexure to the Explanatory Statement.

Except Mr. A. N. Rathi, being appointee, and his immediate relatives, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 5 of the notice.

ITEM NO. 6 OF THE NOTICE:

At the 64th Annual General Meeting of the Company, the Shareholders approved appointment of Mrs. S. A. Panse (DIN: 02599310) as Independent Director of the Company for the first term of consecutive period of 5 years from 14th August, 2015 up to 13th August, 2020.

Since the first term as Independent Director is expiring on 13th August, 2020, based on the recommendation of the Nomination and Remuneration Committee, considering her skills, experience & knowledge she possesses and the report of performance evaluation

Notice

for the financial year 2019-20, the Board at its meeting held on 22nd June, 2020 re-appointed Mrs. S. A. Panse as Additional Director (Independent) with effect from 14th August, 2020 till 69th Annual General Meeting to be held on 4th September, 2020 and further recommended for the approval of the members, the re-appointment of Mrs. S. A. Panse for a second term of five consecutive years with effect from 14th August, 2020 up to 13th August 2025 in terms of section 149 read with Schedule IV to the Act and Listing Regulations or any amendment thereto or modification thereof.

In accordance with section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. Mrs. Panse fulfils the requirement of an Independent Director as laid down under section 149(6) of the Act and regulation 16 of the Listing Regulations.

In respect of the said appointment, a notice in writing in the prescribed manner as required by section 160 of the Act, as amended and rules made thereunder, has been received by the Company, regarding her candidature for the office of the director.

Mrs. S. A. Panse has given her consent for the said re-appointment and has also submitted the declaration of independence, as required pursuant to section 149(7) of the Act, stating that she meets the criteria of independence as provided in section 149(6) and regulation 16 of the Listing Regulations and is not disqualified from being appointed as a director in terms of section 164 of the Act. Mrs. S. A. Panse 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.

The terms and conditions of appointment of Independent Directors shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.sudarshan.com.

The Board is of the opinion that Mrs. S. A. Panse possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to continue to have her association with the Company as independent director of the Company.

According to section 152 of the Act, read with Schedule IV to the Act, in the opinion of the Board, the proposed re-appointment fulfils the conditions specified in the Act and the rules made thereunder as also the applicable provisions of Listing Regulations and is independent of the Management.

Accordingly, the Board recommends the resolution set out at Item No. 6 of the Notice, for the approval of the members.

A brief profile of Mrs. S. A. Panse is provided as an Annexure to the Explanatory Statement.

Except Mrs. S. A. Panse, being appointee, and her immediate relatives, none of the Directors or Key Managerial Personnel of the Company, or their respective relatives is in any way concerned or interested in the resolution set out at Item No. 6 of the notice.

ITEM NO. 7 OF THE NOTICE:

The Board of Directors at their meeting held on 22nd June, 2020, 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 2020-21, at a 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. 7 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 is in any way concerned or interested in the resolution set out at Item No. 7 of the Notice.

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

MANDAR VELANKAR

DEPUTY GENERAL MANAGER - LEGAL & COMPANY SECRETARY

Pune, 22nd June, 2020

Notice

Annexure A to the Explanatory Statement

Additional Information on Director(s) recommended for appointment / re-appointment as required under Regulation 36 of the SEBI Listing Regulations, 2015, and Secretarial Standard - 2 as on 31st March, 2020

A. Mr. A. Vij (DIN: 08140194)

- Mr. A. Vij, Wholetime Director has completed his BE (Chemical) UDCT, from Punjab University. He is a certified Six Sigma Black Belt and Lean Practitioner from Uniworld, USA and Breakthrough Management Group India. He has also completed Strategy Intervention Programme from the Strategy Academy of Mr. Ranjan Das (Strategy Prof. of IIMC). Mr. Vij has been associated with the Company for more than 15 years, and has an overall experience of 27 years.
- Age: 50 years
- Nature of expertise in specific functional areas: Mr. Vij has an expertise in chemical engineering.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not Related
- Other listed companies in which Mr. A. Vij holds directorship(s): Nil
- Other listed companies in which Mr. A. Vij holds committee membership(s): Nil
- Shareholding in the Company as on 31st March, 2020: 100 equity shares of ₹ 2/- each i.e. 0.0001%
- Key terms and conditions of appointment: At the 67th AGM held on 9th August, 2018, Mr. A. Vij was appointed as a Wholetime Director for a period of 5 years from 24th May, 2018 up to 23rd May, 2023, liable to retire by rotation.
- Remuneration proposed to be paid: Mr. A. Vij shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the remuneration policy of the Company.
- Remuneration last drawn: For details of remuneration, please refer to the Directors' Report forming part of the Annual Report for the financial year 2019-20.
- Date of first appointment on the Board: 24th May, 2018
- No. of Board Meetings attended: 8 out of 8

B. Mr. P. R. Rathi (DIN: 00018577)

- Mr. P. R. Rathi, Chairman of the Company, has completed his MS in Chemical Engineering from MIT, USA and MBA from Columbia University, USA. He has been associated with the Company for more than three decades.
- Age: 67 years
- Nature of expertise in specific functional areas: Mr. P. R. Rathi has an expertise in chemical engineering
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not Related
- Other listed companies in which Mr. P. R. Rathi holds directorship(s): Sanghvi Movers Limited, Kirloskar Oil Engines Limited and Finolex Industries Limited
- Other listed companies in which Mr. P. R. Rathi holds committee membership(s): Sanghvi Movers Limited: Audit Committee - Member, Nomination and Remuneration Committee - Chairman, Kirloskar Oil Engines Limited: Audit Committee - Member, Stakeholders' Relationship Committee - Chairman, Risk Management Committee - Member, CSR Committee - Member, Finolex Industries Limited: Audit Committee - Chairman, Stakeholders' Relationship Committee - Member, Nomination and Remuneration Committee - Member, Risk Management Committee - Member, CSR Committee - Member, Share Transfer Committee - Member, Finance Committee - Member
- Shareholding in the Company as on 31st March, 2020: 3,823,450 equity shares of ₹ 2/- each i.e. 5.52%
- Key terms and conditions of appointment: Mr. P. R. Rathi is a Non - Executive and Non - Independent Director of the Company representing the Promoter Group. In this AGM, it is proposed to change the status of directorship of Mr. P. R. Rathi (DIN: 00018577) as 'Director liable to retire by rotation' in lieu of 'Director not liable to retire by rotation'

Notice

- Remuneration proposed to be paid: Mr. P. R. Rathi shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the remuneration policy of the Company
- Remuneration last drawn: For details of remuneration, please refer to the Directors' Report forming part of the Annual Report for the financial year 2019-20.
- Date of first appointment on the Board: 8th November, 1995
- No. of Board Meetings attended: 8 out of 8

C. Mr. A. N. Rathi (DIN: 00018683)

- Mr. A. N. Rathi has a Bachelors Degree in Science from University of Alabama, USA, a Masters Degree in Business Management from Drexel University, USA, and a Masters Degree in e- Business from Temple University, USA. He is associated with the Company for more than 15 years in various capacities including being the Global Head of Cosmetics Division.
- Age: 48 years
- Nature of expertise in specific functional areas: Mr. A. N. Rathi has acquired broad experience working globally for over 20 years in strategic planning, marketing, sales and Product Management roles.
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not Related
- Other listed companies in which Mr. A. N. Rathi holds directorship(s): N.A.
- Other listed companies in which Mr. A. N. Rathi holds committee membership(s): N.A.
- Shareholding in the Company as on 31st March, 2020: 5,447,620 equity shares of ₹ 2/- each i. e. 7.87%
- Key terms and conditions of appointment: Mr. A. N. Rathi shall hold office as a Non – Executive and Non – Independent Director, liable to retire by rotation.
- Remuneration proposed to be paid: Mr. A. N. Rathi shall be entitled to payment of Sitting Fees, Commission, if any, and any other remuneration as per the remuneration policy of the Company
- Remuneration last drawn: For details of remuneration, please refer to the Directors' Report forming part of the Annual Report for the financial year 2019-20.
- Date of first appointment on the Board: 8th August, 2019
- No. of Board Meetings attended: 4 out of 4 (this includes Board Meetings held post Mr. A. N. Rathi's appointment i.e. on or after 8th August, 2019)

D. Mrs. S. A. Panse (DIN: 02599310)

- Mrs. Panse has completed her M. Sc., D.B.M. (Diploma in Business Management), MMS (Masters in Management Sciences with specialization in Financial Management) from Pune University and MBA from Drexel University, USA. She has also acquired professional qualification C.A.I.I.B. (Certified Associate of Indian Institute of Bankers)
- Age: 66 years
- Nature of expertise in specific functional areas: Mrs. Panse is a specialist in Finance Sector
- Disclosure of inter-se relationship between Directors and Key Managerial Personnel: Not Related
- Other listed companies in which Mrs. Panse holds directorship(s): PNB Housing Finance Limited, The Federal Bank Limited, Atul Limited, KPIT Technologies Limited
- Other listed companies in which Mrs. Panse holds committee membership(s): PNB Housing Finance Limited: Audit

Notice

Committee – Chairperson, Stakeholders’ Relationship Committee - Member, The Federal Bank Limited: Audit Committee – Member, Risk Management Committee – Chairperson, Large Value Fraud Committee – Member, IT & OPS Committee – Member, HR Management Committee - Member, Atul Limited: CSR Committee - Member, KPIT Technologies Limited: Audit Committee – Chairperson, Nomination and Remuneration Committee - Member

- Shareholding in the Company as on 31st March, 2020: Nil
- Key terms and conditions of appointment: As per the Resolution No. 6 of this Notice, Mrs. S. A. Panse shall hold office for a second term of 5 (five) years with effect from 14th August, 2020 to 13th August, 2025.
- Remuneration proposed to be paid: Mrs. Panse shall be subject to payment of Sitting Fees, Commission, if any, and any other remuneration as per the remuneration policy of the Company
- Remuneration last drawn: For details of remuneration, please refer to the Directors’ Report forming part of the Annual Report for the financial year 2019-20.
- Date of first appointment on the Board: 27th May, 2015 as an Additional Director
- No. of Board Meetings attended: 6 out of 8