SUDARSHAN

26th February 2016

To,

(1)
Listing Department,
BSE Limited,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers,
Dalal Street,Fort,
Mumbai 400 001

(2)

Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex ,
Bandra (East),
Mumbai 400 051

Dear Sir/Madam,

SUB: DECLARATION OF POSTAL BALLOT RESULT - REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH POSTAL BALLOT IN PHYSICAL MODE

REF: SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES THEEOF AND REGULATION 44 (3) OF SEBI(LODR) , REGULATIONS ,2015

This is to inform you that M/s. Rajesh Karunakaran & Co., Company Secretaries , Pune acting through its Proprietor , Rajesh Karunakaran, Company Secretary and appointed as Scrutiniser for overseeing and declaring the outcome of the Postal Ballot process initiated for obtaining approval of the shareholders of the Company in relation to Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A. has submitted their report today to Mr. P.R. Rathi , Chairman and Managing Director of the Company .

The Chairman announced the result of the Postal Ballot today at 4.00 p.m. at the registered office of the Company and declared the special resolution as set out in the Notice of Postal Ballot dated 18TH December, 2015 as passed by the shareholders of the Company with requisite majority. The summary of results are given below:

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.

Sudarshan Chemical Industries Limited
Global Head Office :
162 Wellesley Road, Pune - 411 001, India
Tel: +91 20 260 58 888 Fax: +91 20 260 58 222
Email : contact@sudarshan.com
www.sudarshan.com

Corporate Identity No: L24119PN1951PLC008409

Summarised Results of Postal Ballot:

Item: Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.

Resolution Required				Special				
Whether Promoter / Promoter Group are interested in the Agenda Resolution				No				
Category	**Mode of Voting**	**No of shares held**	**No of votes polled**	**% of Votes polled on outstanding shares**	**No of votes in favour**	**No of votes against**	**% of Votes in favour on votes Polled**	**% of Votes against on votes Polled**
Promoter and Promoter Group	E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	36616260	36616260	52.89	36616260	Nil	99.68	Nil
	Total	**36616260**	**36616260**	**52.89**	**36616260**	**Nil**	**99.68**	**Nil**
Public Institutions	E Voting	500	500	-	500	Nil	-	Nil
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**500**	**500**	**-**	**500**	**Nil**	**-**	**Nil**
Public Non Institutions	E Voting	33667	33667	0.05	32552	1115	.09	Nil
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	88046	88046	0.13	76671	8000	0.21	0.02
	Total	**121713**	**121713**	**0.18**	**109223**	**9115**	**0.30**	**0.02**
Grand Total		**36738473**	**36738473**	**53.07**	**36725983**	**9115**	**99.98**	**0.02**

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.

Combined Result :

Resolution (Special)	Votes in assent		Votes in dissent		Remark
	Number	%	Number	%	
Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.	36725983	99.97	9115	0.03	Passed with requisite majority

Please find attached a copy of Scrutiniser's report dated 26TH February 2016 for your reference and record. A copy of the proceedings of the declaration of the Postal Ballot result is also attached .

Thank you.

Yours truly,

For Sudarshan Chemical Industries Ltd.

P. S. Raghavan

P. S. Raghavan
Company Secretary

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.

RAJESH KARUNAKARAN
COMPANY SECRETARY
C.P. NO. 6581

204 Pragati Towers ,,Opp Shivajinagar S.T. Stand ., Shivajinagar , Pune – 411 005 Tel.No. : 020- 3022 4146 -M- 9890320874

REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH POSTAL BALLOT IN PHYSICAL MODE

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act , 2013 and Rule 20 of the Companies (Management and Administration) Rules , 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015) .

To:
The Chairman and Managing Director
Sudarshan Chemical Industries Limited
162 Wellesley Road ,Pune – 411001
Maharashtra , India

Dear Sir,

Sub: Passing of Resolution through Postal Ballot under the provisions of section 110 of the Companies Act , 2013 including any statutory modification of re-enactment thereof read with Rule 22 of the Companies (Management and Administration), Rules 2014 as amended .

Please refer to your letter dated 19th December 2015 , attaching therewith a copy of the Board Resolution dated 18th December 2015 informing me of my appointment as Scrutinizer for the purpose of ascertaining the result of the below mentioned resolution to be passed by means of Postal Ballot under the provisions of section 110 of the Companies Act , 2013 including any statutory modification of re-enactment thereof read with the Companies (Management and Administration), Rules 2014 as amended.

Special Resolution:

Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules relating to offering to shareholders facility of remote e-voting and voting in physical mode through Postal Ballot forms in respect of the resolution contained in the Notice of Postal Ballot dated t18th December 2015 . My responsibility as a scrutinizer for the remote e-voting process and for the poll is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions stated in the Notice of the Postal Ballot dated 18th December 2015 , based on reports generated from the remote e-voting system provided by National Securities Depository Limited , the authorised agency engaged by the Company to provide remote e-voting facilities for remote e-voting and based on the Physical votes cast by ballot by Members.

The shareholders of the Company were offered an option to vote either through Postal Ballot forms or through E- Voting facility . Shareholders opting for E- Voting facility cast their votes through the voting platform provided by M/s National Securities Depositories Limited (hereinafter referred to as "NSDL" on their official website i.e. www.evoting.nsdi.com.

The Remote e-voting period remained open from 9.00 a.m. (IST) on Wednesday , 27th January 2016 until 5.00 p.m. on Thursday, 25th February 2015.

I have monitored the process of E-Voting through the scrutiniser's secured link provided by NSDL on their official website. The votes cast through remote e-voting facility were downloaded on 26th February 2016 in the presence of Mr. Amar Mulik and Mr. Manoj Kalani who are not in the employment of the Company .

The particulars of all Postal Ballot forms received from the Shareholders in physical form have been entered in a separate register maintained for the purpose . The Postal Ballot forms were kept in my safe custody in a sealed tamper proof ballot box before commencing the scrutiny of such Postal Ballot forms.

All Postal Ballot forms received up to 5.00 p.m. on 25th February 2016 have been considered . The shareholders have either cast their votes by E- Voting or Physical mode.

The paid up share capital of the Company as on 15th January 2016 was Rs. 13,84,54,500/-.

The Schedule for the Postal Ballot process was as under:

Sr. No.	Particulars	Date
1.	The date of determination of entitlement to receive Postal Ballot forms.	15th January 2016
2.	Date of Completion of despatch of Notice and other enclosures thereon together with Postal Ballot Forms and Business Reply envelope.	23rd January 2016
3.	Date of Public announcement with respect to completion of despatch of Postal Ballot forms in newspapers .	30th January 2016
4.	Last date to receive the Postal Ballot forms /exercise of votes through E-voting .	25th February 2016

As per the information furnished to us by the Company and according to the scrutiny of votes by Physical mode I report that, I have considered and taken on record the sealed envelopes containing postal ballot forms received at Link Intime India Private Limited ,C-13 Pannalal Silk Mills Compound , L.B.S. Marg , Bhandup(W), Mumbai - 400078 until 5.00 p.m. on 25th February 2016 . The total number of envelopes received were 161 containing 161 Postal Ballot forms. The sealed envelopes were opened on 26th February 2016 at 10.00 a.m. at my office at 204 Pragati Towers, Opp. Shivajinagar ST Stand , Shivajinagar Pune – 411 005 in the presence of Mr. Amar Mulik and Mr. Manoj Kalani not employees of the Company. I further report that the signature verification in respect of these Postal ballots has been verified at the office of the Registrar and Transfer Agent (RTA) of the Company i.e. M/s Link Intime India Private Limited .

Brief Summary of Postal Ballot forms despatched and received :

1.	Total number of Postal Ballot forms issued and despatched (including notice sent through mail)	15762
2.	Total number of Postal Ballot forms received	161
3.	Total number of shareholders who exercised their votes (electronic mode)	68

Postal Ballot forms /E- Voting received found valid :

	Particulars	In terms of number of Postal Ballot form	In terms of number of shares
Physical mode : (A)			
1.	Total Postal Ballot forms received	161	36704306
2.	Invalid / Rejected /Abstained postal Ballot forms	6	3375
3.	Valid Postal Ballot forms	155	36700931
E-Voting : (B)			
1.	Total E – Voting	68	34167
2.	Invalid E – Voting	Nil	Nil
3.	Valid E- Voting	68	34167

Summarised Results of Postal Ballot:

Resolution Required	Special
Whether Promoter / Promoter Group are interested in the Agenda Resolution	No

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	36616260	36616260	52.89	36616260	Nil	99.68	Nil
	Total	**36616260**	**36616260**	**52.89**	**36616260**	**Nil**	**99.68**	**Nil**
Public Institutions	E Voting	500	500	-	500	Nil	-	Nil
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**500**	**500**	**-**	**500**	**Nil**	**-**	**Nil**
Public Non Institutions	E Voting	33667	33667	0.05	32552	1115	.09	Nil
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal	88046	88046	0.13	76671	8000	0.21	0.02

RAJESH KARUNAKARAN & CO. COMPANY SECRETARIES
C.P.No 6581
F.C.S.No. 7441
PUNE

	Ballot							
	Total	**121713**	**121713**	**0.18**	**109223**	**9115**	**0.30**	**0.02**
Grand Total		**36738473**	**36738473**	**53.07**	**36725983**	**9115**	**99.98**	**0.02**

Combined Result :

Resolution (Special)	Votes in assent		Votes in dissent		Remark
	Number	%	Number	%	
Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.	36725983	99.97	9115	0.03	Passed with requisite majority

The voting has been reckoned in proportion to a members share in the paid up equity share capital of the Company as on 15th January 2016. Since the number of votes cast by shareholders in favour the special resolution is more than 3/4th of the votes cast against I am of the opinion that the special resolution has been passed with the requisite majority.

The Postal Ballot forms and all other related records are kept in my custody and shall be handed over to the Chairman of the Company after submission of the certified copy of signed minutes by the Company .

Thank you.

Yours truly,

RAJESH KARUNAKARAN
COMPANY SECRETARY

C.P. NO. 6581
F.C.S. NO. 7441

Pune ,26th February 2016

RAJESH KARUNAKARAN & CO. COMPANY SECRETARIES
C.P.No 6581
F.C.S.No 7441
PUNE

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

REGD. OFFICE : 162 WELLESELY ROAD, PUNE 411 001

MINUTES OF THE PROCEEDINGS HELD FOR CONSIDERING THE POSTAL BALLOT RESULTS OF SUDARSHAN CHEMICAL INDUSTRIES LIMITED CARRIED OUT IN PURSUANCE OF THE POSTAL BALLOT NOTICE DATED 18TH DECEMBER 2015 AT 4.00 P.M. ON FRIDAY , 26TH FEBRUARY 2016 AT THE REGISTERED OFFICE AT 162 WELLESLEY ROAD PUNE – 411001, MAHARASHTRA , INDIA.

In Attendance:

1. Mr. P.R. Rathi , Chairman and Managing Director
2. Mr. P.S. Raghavan , Company Secretary
3. Mr. Rajesh Karunakaran, Scrutiniser (Practicing Company Secretary)

Mr. P.R. Rathi , Chairman and Managing Director placed on record the following actions , inter-alia , of the Board .

a. Appointment of Mr. Rajesh Karunakaran, Practicing Company Secretary of Rajesh Karunakaran& Co., Company Secretaries , Pune as the Scrutiniser for conducting to oversee the voting process and declare the outcome .
b. Fixing 15th January,2016 as cut off date for determining entitlement of shareholders to participate in the Postal Ballot .
c. Offering option to vote either through Postal Ballot forms or through E- Voting facility . Shareholders opting for E- Voting facility cast their votes through the voting platform provided by M/s National Securities Depositories Limited (hereinafter referred to as "NSDL" on their official website i.e. www.evoting.nsdl.com.
d. Fixing remote e-voting period from 9.00 a.m. (IST) on Wednesday , 27th January 2016 until 5.00 p.m. on Thursday, 25th February 2015.

Mr. P.R. Rathi , Chairman and Managing Director, further placed on record that Mr. Rajesh Karunakaran, Practicing Company Secretary of Rajesh Karunakaran& Co., Company Secretaries , Pune , Scrutiniser has prepared a consolidated report (Postal Ballot (Physical mode) and E- Voting on the basis of data/reports received .

The Scrutiniser handed the Report dated 26th February 2016 to Mr. P.R. Rathi , Chairman and Managing Director, for declaring the consolidated results with regards to the special resolution as set out in Notice dated 18th December 2015 and which reads as follows:

SUDARSHAN CHEMICAL INDUSTRIES PUNE 1.

SPECIAL RESOLUTION:

Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.

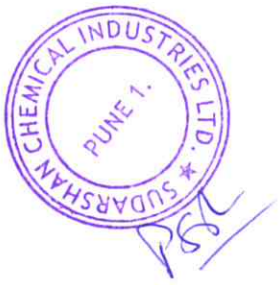
RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re -enactment thereof) and the rules framed there under, consent of the Members of the Company be and is hereby accorded, subject to the approval of Registrar of Companies, Pune, Maharashtra or such other designated authority and subject to the approval of Shareholders by Postal Ballot Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and such other applicable provisions contained in regulations / standards to amend the Memorandum of Association by insertion of new Sub Clause 36A in the Object Clause ,which reads as follows:

New Sub Clause 36 A .

Subject to limitations prescribed under Section 181 or any other Section the Companies Act, 2013 or any other applicable law in force , to make donations to such persons or persons either in cash or by way of property being movable and/or immovable property or any other property as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money or monies equivalent , for charitable , scientific , religious , benevolent , national , public or other institutions or objects or for any exhibition or for any public , general or other objects and to establish and support or aid in the establishment and support of associations , institutions , funds , trusts and conveniences for the benefit of the employees or of persons having dealings with the Company or the dependents , relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions , allowances , gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance .

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Pune , Maharashtra.

FURTHER RESOLVED THAT the Directors severally are also authorised to settle any question or difficulty in implementation of this resolution or adhere to any directions or instructions as may be directed by the Registrar of Companies, Pune , Maharashtra while considering registration of the amended Object Clause forming part of the Memorandum of Association .



The details of the voting as regards Special Resolution are as under:

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2.	Total number of Postal Ballot forms received	161
3.	Total number of shareholders who exercised their votes (Physical and electronic mode)	229

Postal Ballot forms /E- Voting received found valid :

	Particulars	In terms of number of Postal Ballot form	In terms of number of shares
Physical mode : (A)			
1.	Total Postal Ballot forms received	161	36704306
2.	Invalid / Rejected /Abstained postal Ballot forms	6	3375
3.	Valid Postal Ballot forms	155	36700931
E-Voting : (B)			
1.	Total E – Voting	68	34167
2.	Invalid E – Voting	Nil	Nil
3.	Valid E- Voting	68	34167

Summarised Results and Postal Ballot :

Resolution Required	Special
Whether Promoter / Promoter Group are interested in the Agenda Resolution	No

Category	Mode of Voting	No of shares held	No of votes polled	% of Votes polled on outstanding shares	No of votes in favour	No of votes against	% of Votes in favour on votes Polled	% of Votes against on votes Polled
Promoter and Promoter Group	E Voting	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	36616260	36616260	52.89	36616260	Nil	99.68	Nil
	Total	**36616260**	**36616260**	**52.89**	**36616260**	**Nil**	**99.68**	**Nil**
Public	E Voting	500	500	-	500	Nil	-	Nil

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.

Institutions	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total	**500**	**500**	**-**	**500**	**Nil**	**-**	**Nil**
Public Non Institutions	E Voting	33667	33667	0.05	32552	1115	.09	Nil
	Poll	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot	88046	88046	0.13	76671	8000	0.21	0.02
	Total	**121713**	**121713**	**0.18**	**109223**	**9115**	**0.30**	**0.02**
Grand Total		**36738473**	**36738473**	**53.07**	**36725983**	**9115**	**99.98**	**0.02**

Combined Result :

Resolution (Special)	Votes in assent		Votes in dissent		Remark
	Number	%	Number	%	
Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.	36725983	99.97	9115	0.03	Passed with requisite majority

Mr. P.R. Rathi , Chairman and Managing Director, based on the above results provided by the scrutiniser declared that the special resolution referred to in notice dated 18th December 2015 and relating to Alteration of the Object Clause of the Memorandum of Association by insertion of new Sub Clause 36A.is passed with requisite majority by the shareholders of the Company.

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.

Thereafter Mr. P.R. Rathi , Chairman and Managing Director, requested the Company Secretary :

1. Intimate the outcome of the Postal Ballot to the stock exchanges where the equity shares of the Company are listed .
2. To upload the same on the website of the Company.
3. To arrange for publishing the consolidated results of the Postal ballot in newspapers.

The proceedings concluded at -5.00 p.m. on 26th February, 2016.

Sd/-

P.R.RATHI

CHAIRMAN

PUNE , 26th February, 2016

CERTIFIED TRUE COPY

For Sudarshan Chemical Industries Ltd.

P. S. Raghavan

P. S. Raghavan
Company Secretary

SUDARSHAN CHEMICAL INDUSTRIES LTD. PUNE 1.