

12th August, 2014

(1)

DCS – Listing
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Buildings, P.J.Towers,
Dalal Street Fort,
Mumbai – 400 001

(2)

Listing Department
National Stock Exchange Of India
Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub.: Clause 31(d) of the Listing Agreement.

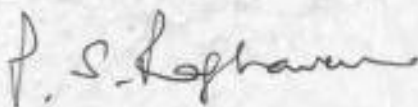
Please find enclosed the proceedings of the 63rd Annual General Meeting of the Company held on Saturday, 9th August, 2014 at Pune.

Kindly take the above information on record.

Thank you.

Yours truly,

For Sudarshan Chemical Industries Limited



P.S.Raghavan
Company Secretary

Encl : As above.



SUDARSHAN CHEMICAL INDUSTRIES LIMITED

REGD.OFFICE: 162 WELLESLEY ROAD, PUNE - 411 001

**PROCEEDINGS OF THE 63RD ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON SATURDAY, 9TH AUGUST, 2014 AT 11.30 A.M. AT PUDUMJEE HALL,
MAHRATTA CHAMBER OF COMMERCE, INDUSTRIES AND AGRICULTURE,
TILAK ROAD, PUNE - 411 002.**

The 63rd Annual General Meeting of the Company was held on Saturday, 9th August, 2014 at 11.30 a.m. at Pudumjee Hall, Mahratta Chamber Of Commerce, Industries And Agriculture, Tilak Road, Pune - 411 002.

Following Directors / Members were present at the meeting:

1. Mr. K.L.Rathi, Chairman / Member
2. Mr. P.P.Chhabria, Director
(Chairman of Nomination & Remuneration Committee & Stakeholders Relationship Committee)
3. Mr. S. N. Inamdar, Director
(Chairman of Audit Committee)
4. Mr. S. Padmanabhan, Director
5. Mr. D.N. Damania, Director/Member
6. Mr. S.K.Asher, Director
7. Mr. Rati F. Forbes, Director
8. Mr. P. R. Rathi, Vice Chairman and Managing Director / Member
9. Mr. N. J. Rathi, Director / Member
10. Mr. R.B. Rathi, Dy. Managing Director / Member

In addition 85 Shareholders attended the meeting.

The Chairman ascertained the quorum and commenced the proceedings of the meeting at 11.30 A.M. The Chairman introduced the Directors and the Company Secretary to the shareholders.



The Chairman announced that the Company has received 224 Proxy Forms for 53,11,526 equity shares of Rs.10/- each i.e.76.73% of the total 6.92 million Equity Shares.

The Chairman further announced that the Register of Directors' Shareholding under Section 170(1) of the Companies Act, 2013 and the Auditors' Report under Section 230 of the erstwhile Companies Act, 1956 have been kept open for inspection.

NOTICE OF THE MEETING

Some of the members proposed that the Notice be taken as read. All the members present agreed to this suggestion. Copies of the Chairman's speech was distributed to the Members present at the meeting.

Thereafter, Mr. K.L.Rathi, Chairman read the Chairman's speech as under:

Dear Shareholders,

I am happy to welcome you all to the Company's 63rd Annual General Meeting. I also welcome my colleagues on the Board of the Company. On this happy occasion, I would like to convey my gratitude and sincere thanks to all our valued stakeholders for the continued faith and support extended to the Company throughout these years. I attribute this to the chosen philosophy of Sudarshan's "Soaring Global" solely relying on simplicity and an abundant sense of appreciation of the values of Corporate Governance. Before moving on to the performance of the Company, I would like to highlight the macro environment situation, both domestic and global.

Business Environment :

The Indian Economy performed a shade better but the overall growth has been slow during the last two Financial Years. The GDP grew by 4.9% during the Financial Year 2013-14 as compared to 5% in the previous Financial Year 2012-13. The Indian Economy's growth was affected during the Financial Year 2013-14 due to slowdown. The overall fiscal deficit and the current account deficit have remained high and this has affected the various sectors of the Indian



Economy. While the Government and the RBI have announced certain tight measures to control inflation and spur growth, it remains to be seen how effective are those to put the economy back on track. I would also like to reiterate that towards the end of the Financial Year 2013-14, the US and the European Economy have started growing at a better pace and this is a welcome sign.

Review of financial performance – 2013-14 :

Against the backdrop of this challenging environment, your Company has turned in a commendable performance on all key performance parameters. For the first time in the history of the Company, Sales crossed Rs.10000 Million in the year under review, notwithstanding the challenging macro economic conditions and negative business sentiments prevalent throughout the year, both in domestic and international market and across the Indian Industry. The impressive performance is the result of sustained drive and team work of the organization as a whole.

On my personal behalf and on behalf of the Board of Directors I take this opportunity to thank the Executive Directors, Officials of the Company at all levels for their hard work, dedication and commitment in achieving their goals during the year under report. In view of the good operations, profits also increased substantially as compared to the previous Financial Year.

Total Revenue from operations for the year ended 31st March, 2014 aggregated to Rs.10314 million as against Rs. 7968 million achieved during the previous year thereby recording a good growth of around 29%. Profit after tax for the year ended 31st March, 2014 was Rs. 344 million as against Rs. 211 million earned during the previous year. The overall profitability was under pressure on account of higher interests costs, higher depreciation costs, and increase in forex loss all of which had to be absorbed by the Company.



Pigment revenue rose from Rs. 6967 million in the previous year to Rs. 9167 million in the year under review thereby recording an excellent growth of 32%. Agro revenue for the year ended 31st March 2014 amounted to Rs. 1100 million as against Rs. 886 million achieved during the previous year thereby recording a growth of 24%.

Revenue from pigment exports for the year ended 31st March 2014 amounted to Rs. 4380 million as against Rs. 3005 million for the previous year thereby registering an excellent growth of 46 % over the previous year. In spite of recessionary conditions existing in the American and European markets, the Company could record growth by increasing exports in these as well as other markets. The results of the Company viewed in the background of difficult operating conditions are nevertheless considered good.

Subsidiaries :

The Companies overseas subsidiaries ,Sudarshan Europe B.V. and Sudarshan North America have shown improved performance and are poised for further growth and consolidation. The other Indian subsidiary , Prescient Color Limited continues to record good performance and the future looks promising .

Dividend and other Corporate benefits:

Considering the excellent performance of the Company the Directors recommend , subject to approval of the members , dividend of Rs.15/- per share on a face value of Rs. 10/- (150 %) for the year ended 31st March, 2014. The total outgo on account of dividend @ 150% and dividend distribution tax will be Rs. 121 million for the year under review. As a measure to further consider rewarding shareholders who have extended their unstinted support to the



Company, the Board is due to consider today the matter of sub division of equity shares and issue of Bonus shares. I will be pleased to share more details once there is clarity in the matter.

Global Strategy :

In times of challenge, a mix of long range strategy and agile tactical responses are critical to success. Your Company has countered the slow down by expanding its footprint and intensifying operations in geographies with promising business potential. From a long term perspective North America and Europe are going to be very important markets and accordingly we are building our own sales force which will pay great dividends in the long run. Your Company is also focusing in other markets in the Gulf countries, South East Asia Regions and select African nations. Quite a few senior business development executives of different nationalities and having rich domain experience with customer insight have been inducted as channel partners in these countries.

The thrust on penetration into international markets is yielding results. All these measures are expected to give a boost to exports and enable the Company to achieve its vision to become the 4th largest Pigment manufacturer in the World.

Research and Development :

Members are aware that Company's main R & D Centre in Ambadvet, District Pune is equipped with state of the art high tech facilities. Sudarshan also has a Research and Development (R& D) Centre at Roha, Dist. Raigad. Both Centers are recognized by the Department of Scientific and Industrial Research & Government of India. All our laboratories are ISO 17025: 2001 certified by NABL (National Accreditation Board for Testing and Calibration Laboratories), Government of India.



Sudarshan is well aware of the current market needs, and is well equipped with advanced analytical instruments and a Pilot Plant capable to meet customer requirements and develop cutting edge products to become a dominant player in the Global Colorant Provider Solutions Industry.

Over the years, the in-house R&D team has developed an impressive range of products, plenty of manufacturing and process improvements to minimize the energy & utility consumption by use of indigenous technologies. Sudarshan continues to follow product innovation, process simplification, import substitution, cost reduction and enhanced quality control. Sudarshan has spent approximately Rs.98 million in the year under review to further strengthen the R&D facilities which would contribute to cost reduction and launch of new pigment products.

Environment, Health and Safety (EHS) :

Sudarshan is committed to ensuring that there is a positive impact of operations on the Environment and must serve as a model for others . The Company is committed to continuous progress towards the vision of no accidents , injuries or harm to the environment, a fact which is reflected in the Environment, Health and Safety (EHS) performance. Upgrading of the infrastructure to achieve EHS Goals, Process Safety Risk Management training has yielded the desired results in terms of increased productivity at all levels. I am pleased to inform you that British Safety Council Standards and OHSAS 18000 processes are vigorously followed . The initiatives and the results achieved as a consequence have been well recognized and appreciated by all Government agencies and Regulatory Bodies.



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Corporate Social Responsibility (CSR) :

As a responsible Corporate Citizen, the Company under the banner of "SUDHA " continues to formulate and implement social projects which are relevant and align with the Company's social responsibility objectives . The focus is on encouraging quality and affordable education, Community development and Woman Empowerment in and around the villages at Roha.

The SUDHA movement started by the Company involves its people and the community around to create better living conditions . SUDHA is mainly driven by women power within the Company to reach out to women, children and the under privileged sections of the society. The initiative has been in operation for the past two years or so. The SUDHA movement has helped the Company in supporting community development, activities such as village meetings, social functions, paper bags making and cloth stitching by women residing at nearby villages in Roha , construction of bus shelters , providing of drinking water facilities etc. .

To give quality education a boost as part of the corporate social responsibility initiative , financial support is extended to Jagannath Rathi Charity Trust. The Trust operates an English medium school at Roha, Dist. Raigad.

To implement and provide greater focus to the CSR activities , your Board has constituted a CSR Committee in accordance with Section 135 of the Companies Act, 2013.

Human Resource Development:

People remain the cornerstone of the organization. We ensure that employees gain ample opportunities for personal and professional growth. Towards building a " Soaring Global Organization " and driving the People Management Mission of " Creating exciting and vibrant performance driven work culture " Company believes that people are its core assets. The " Appreciative Conversations " introduced as a part of Performance Management System



has been received well from the employees towards a better career development in the near future. Sudarshan continues a variety of HR and business processes to motivate, nurture talent, enhance skills to grow new future leaders. We encourage and constantly support employees' growth by providing regular feedback and career and overall development opportunities. For promotion of spiritually fulfilling life for our employees, the Company has tied up with " Art of Living Foundation " which has organized a series of programs for creating spiritual awareness among the employees. Campus hiring from management and engineering schools have also helped the Company in attracting fresh young talents. The Company continues to put great emphasis on Six Sigma process to further identify opportunities of cost saving and process improvements.

Rewards and Recognitions:

Over the last year, your Company has received several prestigious awards and recognitions, I am pleased to share with you, the recognitions / awards received by Sudarshan during the year under review viz.

1. The Dyestuffs Manufacturers' Association of India (DMAI) award for the Financial Year 2013-14 for:
 - o Excellent performance in Pollution Control for Large Scale Unit.
 - o Excellent performance in Safety & Hazards Control (Second Award for Large Scale Unit) and
 - o Excellent performance in respect of Export of Pigments (Award for a Large Scale unit).

Above awards signify our commitment towards Environment, Health, Safety and significant contribution in exports.



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2. World Women in Leadership Award in Corporate Social Responsibility (CSR) awarded to Mrs. Rachna R. Rathi wife of Mr.R.B.Rathi, Dy. Managing Director towards her contribution in several projects in CSR in society around us and in SUDHA (Sudarshan's Holistic Aspiration) .

3. " Global HR Excellence Award for Organization with Innovative HR Practices " for Induction and on boarding process at the World HRD Congress – 2014 for having aligned our HR practices as per Global Standards.

4. " Global CSR Excellence & Leadership Award for Women Empowerment " at the World CSR Congress – 2014 for commitment to Corporate Sustainability by SUDHA Team towards sustainable livelihood initiatives to empower women & help them to rise in their lives.

This is testimony to the steadfast commitment of the Company to achieve operational excellence.

Current year performance and Outlook :

The year 2014-15 is expected to be another challenging year. As per expectations, it is expected that the global economy will grow slightly faster than in the previous year. The Indian economy is also expected to do better with promising signs in demand and growth. As exports account for a sizeable share in Company's revenues, opportunities may arise from stronger growth in the global economy and our customer industries. The Company aims to further improve operational excellence, as well as strengthening its research and development. We will continue to concentrate on expanding our business in growth markets as well as on innovations, portfolio optimization and increasing efficiency. The Company's overseas subsidiaries are also fully geared up and are expected to play a key role in achieving organizational objectives.



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But there are also risks to the development of business. Growth would be impaired if the overall situation does not improve both domestically and internationally. Increase in raw material costs would also impact our margins. Barring any unforeseen circumstances, the current year's prospects look to be good.

Before I conclude, I am duty bound to inform you all that Mr.B.S.Mehta, Director has conveyed his decision to step down from the Board of Directors of the Company and hence does not offer himself for reappointment at this Annual General Meeting. Mr. Mehta has a long association of more than two and half decades with the Company. On my personal behalf and on behalf of the Board of Directors, I appreciate the ready advice and guidance offered by Mr. Mehta during his tenure as a Director of the Company and take this opportunity to wish him all the very best.

Acknowledgements :

I would like to thank Bank of Maharashtra, State Bank of India, Bank of Baroda, ICICI Bank Limited, HDFC Bank Limited, HSBC Limited and EXIM Bank for their continued support and co-operation.

I am grateful to Dr. Das for his continued guidance and mentoring, Pragati Leadership, for their efforts in building leadership competencies and BMGI for guiding us in the journey of excellence towards fortifying our Company's position as a top dominant player in the Global Colorant Provider Solutions Industry.

I am grateful to my colleagues for their valuable guidance. I also thank our suppliers and service providers for their support. I also wish to extend my thanks to all our employees for their commitment, dedication and determined efforts as a team towards Sudarshan's continuous growth. I also thank all the shareholders for having shown their continued confidence in the



Company and to those present over here for sparing their valuable time in joining today's meeting.

Thank you.

After the Chairman's Speech was read out, the Chairman requested Mr. P.S.Raghavan, Company Secretary to read out the Independent Auditors' Report for the year ended 31st March, 2014. Members present in the meeting insisted that it is not required to read the Independent Auditors' Report since it does not contain any disqualification.

Thereafter, Chairman announced that in accordance with the provisions of Companies Act, 2013, the items of the notice are required to be transacted and passed by poll process. The Chairman further informed that Mr. Rajesh Karunakaran, Practicing Company Secretary has been appointed as the Scrutinizer to oversee the Poll process.

Chairman further announced that he will take the items mentioned in the Notice to pass the necessary resolutions and requested members to propose and second each of the resolutions. He further clarified that after all the resolutions are proposed and seconded, the resolutions will be put to vote together. Company officials will distribute ballot papers to the shareholders and guide them through the Ballot process.

After the above, following business was transacted:

- 1. To consider and adopt the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.**

The Chairman moved the following resolution as an Ordinary Resolution:

RESOLVED THAT the audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon be and are hereby received and adopted.



Chairman invited comments from the members relating to audited accounts of the Company for the period under review.

Thereafter, some shareholders raised queries on the audited accounts of the Company, which were satisfactorily replied by the Chairman. Chairman then informed that no seconding of this resolution is required.

2. To declare dividend on the Equity Shares of the Company for the year ended 31st March, 2014.

Mr. N.J.Rathi, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT dividend for the year ended on 31st March, 2014 of Rs. 15.00 per equity share on face value of Rs. 10/- (150%) on 69,22,725 fully paid Equity Shares as recommended by the Board of Directors, be and is hereby declared and the same be payable to those shareholders holding the said shares whose names appear in the Register of Members as well as beneficial owners whose name appear in the records of Depositories as on 9th day of August, 2014.

Mr. Pratik V. Ghodke, Member seconded the resolution.

3.To appoint Auditors and to fix their remuneration:

Mr.P.R.Rathi, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT B.K.Khare & Co., Chartered Accountants, Mumbai be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of the 63rd Annual General Meeting until the conclusion of the 64th Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors.

FURTHER RESOLVED THAT the traveling and out of pocket expenses be reimbursed to them.

Mr. Bhavesh H. Halpati, Member seconded the resolution.



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4. Not filling vacancy caused due to retirement of Mr. B.S.Mehta, Director at this Meeting:

Mr.S.G.Marathe, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of section 152 (7) (a) of the Companies Act,2013, Mr. Bansi S. Mehta, Director, holding DIN 00035019, who retires at this Annual General Meeting and who has expressed his desire not to be re-appointed as a director, be retired and not be re-appointed.

RESOLVED FURTHER THAT the resulting vacancy not be filled up at this Meeting or at any adjourned meeting.

Mr. Bhavesh H. Halpati, Member seconded the resolution.

5.To change the appointment status of Mr.K.L.Rathi, Non-Independent Director from 'director not liable to retire by rotation' to 'director liable to retire by rotation':

Mr.P.J.Bapat, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. K.L.Rathi, Non-Independent director, holding DIN 00018567, who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act,1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of non independent Directors as mandated under the Act and that consent be and is hereby accorded to change the status of appointment of Mr. K.L.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation.

Mr. G.A.Salkar, Member seconded the resolution.

6.To continue the appointment status of Mr.P.R.Rathi, Non-Independent Director from as director not liable to retire by rotation':

Mr.S.V.Gupte, Member moved the following resolution as an Ordinary Resolution.



RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), consent be and is hereby accorded to Mr. P. R. Rathi, Non-Independent director, holding DIN 00018577 who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956 to continue to act as director not liable to retirement by rotation under the Act.

Mr. S.G.Marathe, Member seconded the resolution.

7.To change the appointment status of Mr.R.B.Rathi, Non-Independent Director from 'director not liable to retire by rotation' to 'director liable to retire by rotation':

Mr.S.G.Marathe, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. R.B.Rathi, Non-Independent director, holding DIN 00018628 who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of non independent Directors as mandated under the Act and that consent be and is hereby accorded to change the status of appointment of Mr. R.B.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation.

Mr. P.V.Ghodke, Member seconded the resolution.

8.To change the appointment status of Mr.N.J.Rathi, Non-Independent Director from 'director not liable to retire by rotation' to 'director liable to retire by rotation':

Mr.Bhavesh H. Halpati, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 ('the Act'), Mr. N.J.Rathi, Non-Independent director, holding DIN 00018597 who was appointed as Director not liable to retirement by rotation under Section 255 of the erstwhile Companies Act, 1956, be and is hereby changed to Director liable to retirement by rotation to comply with the rotation policy of non independent Directors as mandated under



the Act and that consent be and is hereby accorded to change the status of appointment of Mr. N.J.Rathi, Non-Independent director from 'director not liable to retirement by rotation' to 'director liable to retirement by rotation'.

Mr. P.J.Bapat, Member seconded the resolution.

9.Appointment of Mr.P.P.Chhabria as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.Umesh Gajbare, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. P.P.Chhabria, Director holding DIN 00011439 , who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr. A.D.Deshpande, Member seconded the resolution.

10.Appointment of Mr. D.N.Damania, as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.D.B.Patil, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. D.N.Damania, Director holding DIN 00403834, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9th August, 2014 .

Mr. Bhavesh Halpati, Member seconded the resolution.



11.Appointment of Mr. S.N.Inamdar, as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.G.A.Salkar, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.N.Inamdar, Director holding DIN 00025180, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr. P.G.Bapat, Member seconded the resolution.

12.Appointment of Mr. S.Padmanabhan, as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.Bhavesh Halpati, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.Padmanabhan, Director holding DIN 00001207, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a further period of 5 years effective from 9th August, 2014.

Mr. S.G.Marathe, Member seconded the resolution.



13.Appointment of Mr. S.K.Asher, as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.P.J.Bapat, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, Mr. S.K.Asher, Director holding DIN 00008221, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr. G.A.Salkar, Member seconded the resolution.

14.Appointment of Mrs. Rati F. Forbes, as Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr.S.V.Gupte, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013, and the Rules framed there under, read with Schedule IV to the Act, Mrs. Rati F.Forbes, holding DIN 00137326 , who was appointed as an Additional Director on 29th March, 2014 by the Board of Directors of the Company and who holds the office until the conclusion of this Annual General Meeting and also has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 years effective from 9th August, 2014.

Mr. BhaveshH.Halpati, Member seconded the resolution.



15.Appointment of Mr. R.B.Rathi, as Dy. Managing Director of the Company for a period of 5 years effective from 1st April, 2014.

Mr.S.G.Marathe, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196 and 197, Schedule V and other applicable provisions of the Companies Act, 2013, consent be and is hereby accorded to the appointment of Mr. R.B.Rathi, as Deputy Managing Director of the Company for the period of five years w.e.f. 1st April, 2014 on the terms and conditions as mentioned in the Letter of appointment copy of which is submitted to the meeting and signed by Mr. P.P. Chhabria, Director and Chairman of Nomination & Remuneration Committee for the purpose of identification.

RESOLVED FURTHER THAT the remuneration and perquisites within the limits as set out in the Letter of Appointment be paid and allowed to Mr. R.B.Rathi, Deputy Managing Director, for any Financial Year, notwithstanding any loss or inadequacy of profits, during such Financial Year subject to necessary compliance of the provisions of the Companies Act, 2013 and relevant rules thereunder (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of remuneration of Mr. R.B.Rathi, Deputy Managing Director as it may, at its discretion deem fit from time to time, so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the members do authorize the Board to take all actions and to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, proper, desirable or expedient to implement the resolution and to file any forms, returns or other documents with Ministry of Corporate Affairs or other Statutory Authorities as may be necessary.



Mr. P.J.Bapat, Member seconded the resolution.

16.Approval to Board for availing loans in excess of Paid-up capital and free reserves of the Company but not exceeding the limit of Rs. 500 Crores in terms of Section 180(1)(c) of the Companies Act, 2013.

Mr.A.D.Deshpande, Member moved the following resolution as aSpecial Resolution.

RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors for borrowing any sum or sums of moneys in Indian Rupees or Foreign currencies for and on behalf of the Company, from time to time from any one or more persons, Firms, Bodies Corporate, Bankers, Financial Institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts situated at Roha and Mahad, Dist. Raigad and Ambadvet , Amrablewadi Tal. Mulshi, Dist. Pune but excluding movable and immovable properties situated at 162, Wellesley Road, Pune 411 001 , notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount upto which the monies may be borrowed shall not exceed in the aggregate Indian Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

Mr. S.G.Marathe, Member seconded the resolution.



17. Approval to the Board for mortgaging or charging the whole or substantially the whole undertaking of the Company in favor of Banks, Financial Institutions to secure borrowings not exceeding the limit of Rs. 500 crores in terms of Section 180(1)(a) of the Companies Act, 2013.

Mr. G.A.Salkar, Member moved the following resolution as a Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors for mortgaging and or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the whole or substantially the whole of the undertaking of the Company, all moveable and immoveable properties of the Company as also intangible properties (whether recorded in the books or not), both present and future where-so- ever situate and which presently includes moveable and immoveable properties situated at Roha and Mahad, Dist. Raigad and Ambadvet (Sutarwadi), Tal. Mulshi, Dist. Pune but excluding movable and immovable properties situated at 162, Wellesley Road, Pune 411 001 in favour of Financial / Investment Institution(s) / Bank(s) / Trustees to secure the borrowings and /or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the said loan /facility agreement/s entered into or proposed to be entered into by the Company, upto a maximum limit not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to finalize with the Lending Agencies/ Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.

Mr. P.V.Ghodke, Member seconded the resolution.

Chairman then informed the members that the Promoter Group Directors and Members are interested in resolutions listed at Item Nos. 18 to 21. Accordingly he requested that all



Promoter Directors and Members present to abstain from participating in the discussions and also abstain from voting.

To facilitate the proposal and seconding of the resolutions listed at Item Nos. 18 to 21, Chairman then requested Mr. S.N.Inamdar, as Chairman of the Audit committee to conduct the remaining business and to explain the background behind the resolutions and also address the queries of members pertaining to subject items of the notice.

Thereafter Mr. Inamdar, gave a detailed background and rationale of the Item Nos. 18 to 21. Mr.S.N.Inamdar, Director also highlighted the role played by Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited and their contribution to Sudarshan's business. He enlightened them about proposed changes in Clause 49 of the Listing Agreement visa-vis Item Nos. 18 to 21 to be approved by members

Thereafter, he requested the members to propose and second each of the resolutions listed at item nos. 18 to 21.

18.Consent for entering into transactions with Rathi Brothers Poona Limited in which the Promoter Group and Members of the Promoter Group are interested.

Mr.D.B.Patil, Member moved the following resolution as aSpecial Resolution.

RESOLVED THAT pursuant to the recommendation of the Audit Committee, approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised clause 49 of the listing agreement which is effective from 1st October 2014 to the entering of transactions with Rathi Brothers Poona Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Poona Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Poona Limited are identical in nature as regards terms and



conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall equally apply across the board to all Selling Agents and shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

Mr.A.D.Deshpande seconded the resolution.

19.Consent for entering into transactions with Rathi Brothers Delhi Limited in which the Promoter Group and Members of the Promoter Group are interested.

Mr.Umesh Gajbare, Member moved the following resolution as aSpecial Resolution.

RESOLVED THAT pursuant to the recommendation of the Audit Committee, approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised clause 49 of the listing agreement which is effective from 1st October 2014 to the entering of transactions with Rathi Brothers Delhi Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Delhi Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Delhi Limited are identical in nature as regards terms and



conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

Mr.P.J.Bapat seconded the resolution.

20.Consent for entering into transactions with Rathi Brothers Calcutta Limited in which the Promoter Group and Members of the Promoter Group are interested.

Mr.S.G.Marathe, Member moved the following resolution as aSpecial Resolution.

RESOLVED THAT pursuant to the recommendation of the Audit Committee, approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised clause 49 of the listing agreement which is effective from 1stOctober, 2014 to the entering of transactions with Rathi Brothers Calcutta Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Calcutta Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Calcutta Limited are identical in nature as regards terms and



conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

Mr.Bhavesh H.Halpati seconded the resolution.

21.Consent for entering into transactions with Rathi Brothers Madras Limited in which the Promoter Group and Members of the Promoter Group are interested.

Mr.P.J.Bapat, Member moved the following resolution as aSpecial Resolution.

RESOLVED THAT pursuant to the recommendation of the Audit Committee, approval of the Independent Directors of the Company, consent be and is hereby accorded as mandated by revised clause 49 of the listing agreement which is effective from 1stOctober, 2014 to the entering of transactions with Rathi Brothers Madras Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Selling Agency Agreement entered into with Rathi Brothers Madras Limited, a true copy of which is submitted to this meeting.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transaction do mandate that the terms and conditions of the Selling Agency Agreement with Rathi Brothers Madras Limited are identical in nature as regards terms and



conditions with other Selling Agents and such transactions are entered into on arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to amend/alter/modify the terms and conditions of the Selling Agency Agreement subject to the condition that all such changes shall comply with arm's length principles.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be required in this regard and to do all such matters as may be relevant for giving effect to the resolution.

Mr.S.G.Marathe seconded the resolution.

Mr. S.N.Inamdar, Director, then requested Mr. K.L.Rathi, Chairman to further conduct the proceedings of the meeting.

Chairman requested members to cast their votes through the Ballot Paper provided and put the same in the Ballot Box after filling in all details.

Mr. P.S.Raghavan, Company Secretary, guided members through the polling process.

After Completion of polling process, Chairman announced that the result of the voting will be declared on after the Annual General Meeting. 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 within in 2 days of passing of the resolutions at the Annual General Meeting of the Company on 9th August, 2014 and communicated to BSE and NSE.

Chairman then announced that the meeting is concluded and invited members to join for Tea and Snacks.

CERTIFIED TRUE COPY



For Sudarshan Chemical Industries Ltd.

P. S. Raghavan
P. S. Raghavan
Company Secretary