NOTICE

NOTICE IS HEREBY GIVEN THAT the 66th Annual General Meeting of the Members of the Company will be held on **Thursday, 10th day of August, 2017 at 11.30 A.M.** at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016 to transact the following business:

ORDINARY BUSINESS:

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

   To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon and the consolidated audited financial statements of the Company for the Financial Year ended 31st March 2017.

2. **Declaration of Final Dividend and confirmation of the Interim Dividend paid during March, 2017 - Ordinary Resolution :**

   To declare final dividend of Rs. 1.00/- (50%) per equity share of the face value of Rs. 2/- for the year ended 31st March 2017 and to confirm the declaration and payment of interim dividend of Rs.2.50 (125%) per equity share for the Financial Year 2016-17.

3. **Re-appointment of Mr. K. L. Rathi as Director- Ordinary Resolution:**

   To appoint a Director in place of Mr. K. L. Rathi (DIN 00018567), who retires by rotation and being eligible, offers himself for re-appointment.

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

   RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and relevant Rules as applicable pursuant to The Companies (Audit and Auditors) Rules, 2014, consent of the Members be and is hereby given for appointment of B S R & Associates, LLP, Chartered Accountants holding Firm Registration No. 116231W/W-100024 as Statutory Auditors of the Company for a period of five years from the conclusion of the 66th Annual General Meeting and upto the conclusion of the 71st Annual General Meeting of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of B S R & Associates, LLP, Chartered Accountants and further they be reimbursed out of pocket expenses incurred by them at actuals.

SPECIAL BUSINESS:

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

   Approval for appointment of Mr. A. B. Rathi as a Director of the Company.

   RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules framed thereunder, Mr. A. B. Rathi, (DIN 00018614) who was appointed as a Non Executive, Non-Independent Director on 11th November 2016 by the Board of Directors of the Company and who holds Office until the conclusion of this Annual General Meeting be and is hereby appointed as a Non Executive, Non Independent Director of the Company liable to retire by rotation.

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

   Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the FY 2017-18 to conduct Audit of Cost Records of the Company for "Agro Chemicals" and "Industrial Mixers".

   RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 , as amended, and the rules framed there under and subject to approvals as may be

required from the Central Govt, the appointment of Parkhi Limaye & Co., Cost Accountants in practice (Registration No. 191), to audit the cost records with respect to "Agro Chemicals" and "Industrial Mixers" of the Company for the Financial Year ending on 31st March, 2018 at a remuneration of Rs.1,00,000/-, plus Goods and Services Tax (GST) as applicable and out of pocket expenses be and is hereby ratified and approved and the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to the resolution.

NOTES:

1. a. Mr. K. L. Rathi, Director retires by rotation at the ensuing 66th Annual General Meeting and being eligible, offers himself for reappointment. Mr. K. L. Rathi represents the Promoter Group and holds 10,74,300 Equity Shares of the Company aggregating to 1.55% of the total paid up share capital of the Company. As required under SEBI - Listing Regulations, 2015 , the information / data to be provided for the retiring Director is given below:

Mr. K. L. Rathi - Details of directorships:

S.No.	Name of the Company	Board position held
1.	RIECO Industries Ltd.	Director
2.	Prescient Color Ltd.	Director
3.	Laxminarayan Finance Pvt. Ltd.	Director
4.	Rathi Brothers Poona Ltd.	Director
5.	Rathi Brothers Madras Ltd.	Director
6.	Rathi Brothers Calcutta Ltd.	Director
7.	Rathi Brothers Delhi Ltd.	Director
8.	Rathi Mixers Pvt. Ltd.	Director
9.	Rathi Enterprises Pvt. Ltd.	Director
10.	Sudarshan Chemical Industries Ltd.	Non Executive Director
11.	Rabro Speciality Chemicals Pvt.Ltd.	Director

Mr. K. L. Rathi - Committee positions held :

S. No.	Name of the Company	Name of the Committee	Position held
1	Prescient Color Limited	Audit Committee	Member

(i) Brief resume of director;

Mr. K. L. Rathi, Non Executive Director is B.Sc, B.Sc. (Tech) and M.A. (Chem) from Columbia University, USA and has been associated with the Company for more than four decades. Mr. K. L. Rathi joined the Board of Directors of the Company during June, 1995.

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

Mr. K. L. Rathi has been guiding and advising the Board on all technical matters and discharges the role of a mentor, besides ensuring effective Board and Committee level participation.

(iii) Disclosure of relationships between directors inter se-

Mr. K. L. Rathi is part of the Promoter Group.

Mr. A. B. Rathi- Details of directorships :

S.No.	Name of the Company	Board position held
1.	RIECO Industries Ltd.	Managing Director
2.	Rathi Brothers Poona Ltd.	Director
3.	Rathi Brothers Calcutta Ltd.	Director
4.	Rathi Brothers Madras Ltd.	Director
5.	Rathi Brothers Delhi Ltd.	Director
6.	Rathi Vessels & Systems Pvt. Ltd.	Director
7.	Rathi Enterprises Private Limited	Director
8.	Rathi Brothers Private Limited	Director
9.	Balkrishna Rathi Finance Pvt. Ltd.	Director
10	Sudarshan Chemical Industries Limited	Non Executive Director, w.e.f. 11th November 2016
11	Rathi Mixers Private Limited	Managing Director
12.	Rabro Speciality Chemicals Pvt.Ltd.	Director

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

S. No.	Name of the Company	Name of the Committee	Position held
Nil	Nil	Nil	Nil

(i) Brief resume of director;

Mr. A. B. Rathi is B.Tech, from University of Madras, M.S.Chemical Engg. from University of Detroit, USA and MBA from USA.

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

Mr. A. B. Rathi is the Managing Director of RIECO Industries Limited (RIECO), a Wholly Owned Subsidiary of the Company. RIECO manufactures Air Pollution Control Equipments, Size Reduction Equipments and Pneumatic Conveying Systems. Mr. A. B. Rathi is also heading the Industrial Mixing Solutions Division (IMSD) of the Company which manufactures Industrial Mixers.

(iii) Disclosure of relationships between directors inter se-

Mr. A. B. Rathi is part of the Promoter Group and also brother of Mr. R. B. Rathi, Dy. Managing Director.

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

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

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

2. a. **Voting through electronic means:**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, 2015 , the Company is pleased to provide members the facility to exercise their right to vote at the 66th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services provided by NSDL.

ii. The facility for voting, through ballot or poll paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

iii. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to cast their vote again.

iv. The instructions for Voting through electronic means are as under:

b. **In case a Member receives an email from NSDL** [for members whose email IDs are registered with the Company / R & T Agent viz. Link Intime India Private Limited / Depository Participants(s)]:

1. Open email and open PDF file viz. "SUDARSHAN e-Voting.pdf" with your Folio no. / Client ID as password. The said PDF file contains your User ID and password/PIN for remote e-voting. Please note that the password is an initial password.
2. Open Internet browser and type URL viz. **https://www.evoting.nsdl.com**
3. Click on Shareholder-Login
4. Insert 'USER ID' and 'Initial Password' as noted in Step 1 above and click 'Login'.
5. The Password Change Menu will appear on your screen. Change to a new Password of your choice making sure that, it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your Password confidential and not to share the same with any other person.
6. Once e-Voting home page opens, Click on remote e-Voting > Active Voting Cycles
7. Select the EVEN (E-Voting Event Number) of Sudarshan Chemical Industries Limited.
8. Now you are ready for remote e-voting as 'the Cast Vote' page opens.
9. Cast your vote by selecting appropriate option and click 'Submit' and also 'Confirm' when prompted.
10. Upon confirmation, the message 'Vote cast successfully' will be displayed. Please note that once your vote is cast on selected resolution, it cannot be modified.
11. Institutional shareholders (i.e. members other than individuals, HUF, NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory[ies] who are authorized to vote, to the Scrutinizer through email at **karunakaran2004@yahoo.com** with a copy marked to **evoting@nsdl.co.in**

c. **In case a Member receives physical copy of the Notice of AGM** [for members whose email IDs are not registered with the Company / R&T Agent viz. Link Intime India Private Limited / Depository Participant(s) or requesting physical copy]:

1. Initial password will be provided separately:

EVEN (E-Voting Event Number) USER ID PASSWORD/PIN

2. Please follow all steps from Sr. No.(2) to (11) above, to cast the vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for members and remote e-voting user manual for members available on the website **www.evoting.nsdl.com** under the 'Downloads Section'. You can also contact NSDL via email at **evoting@nsdl.co.in**

II. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.

III. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 3rd August,2017 and who continue to hold the shares as on the date of 66th Annual General Meeting will be entitled to vote by poll only at the venue of the Annual General Meeting.

V. The notice of the 66th AGM is being sent to all members who are holding shares as on 7th July, 2017.

VI. 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. 3rd August, 2017 , may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **pune@linkintime.co.in**

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.

VII. **The e-voting period commences on Monday, 7th August, 2017 (9:00 AM) and ends on Wednesday, 9th August, 2017 (5:00 PM).** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd July, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

VIII. A Member can opt for only one mode of voting i.e. either through e-voting or by Poll/Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the voting done through Poll/Ballot Form shall be treated as invalid.

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

X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.sudarshan.com** and on the website of NSDL **www.nsdl.co.in** immediately after the result is declared by the Chairman and forthwith communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

d. **The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 31st July, 2017 to Thursday, 10th August, 2017 (both days inclusive).**

Pursuant to Section 125 of the Companies Act, 2013 all unclaimed dividends for the Accounting Years ended upto 31st March, 2009 have been transferred to the Investor Education and Protection Fund of the Central Government. Unclaimed dividends, for subsequent years will also be transferred to the Investor Education and Protection Fund of the Central Government if they remain unclaimed for a period of seven years from the date they became due for payment.

e. (a) 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 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.

Members may also note that the dividends pertaining to these unclaimed shares i.e. Rs. 3,39,980/- (final dividend for FY 2015-16) and Rs. 16,88,750/- (interim dividend for FY 2016-17) has also been transferred to a separate Current Accounts with IDBI Bank Limited, Pune for better control, monitoring and year end reporting.

(b) In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2017, unclaimed shares in respect of which dividend has continuously remained unpaid / unclaimed during the last 7 years is required to be transferred to the designated account of the Authority by the Company.

Members are requested to forthwith write to the Company to claim the said share before the same is transferred to the designated authority as notified under the said Rules.

f. It may be in the interest of Members to hold securities in joint names.

g. Members who are still holding the shares in physical form may consider surrendering the shares with the concerned Depository Participant since it is advantageous to hold the shares in demat form.

h. 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.

i. As per RBI notification, with effect from 1st October, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. In this regard, please note that, if the Members have not provided to the Corporation or their DP the new bank account number, if any, allotted to them, after implementation of Core Banking System (CBS), credit of dividend through NECS to their old bank account number, may be rejected or returned by the banking system.

j. Members who hold shares in physical form and wish to avail of the Electronic Credit Services (ECS) facility for payment of dividend are requested to fill the attached form and send the same either to the Company / Link Intime India Private Limited (LIIPL) for necessary processing. The information required should reach the Company / LIIPL invariably on or before 31st July, 2017 failing which physical dividend warrants will be issued to the Members for the Financial Year 2016-17.

k. Based on the records available with the Depositories, the Company has tied up with HDFC Bank Limited, for payment of final dividend for the Financial Year 2016-17.

l. Members who do not wish to avail of the NECS are requested to avail the facility of Dividend mandate to enable despatch of Dividend warrants directly to their bankers for credit of dividend to their accounts.

m. 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
Tel. No. 020–26160084, 020–26161629
Telefax. 020-26163503
E-mail: pune@linkintime.co.in
Website: www.linkintime.co.in

n. 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.

o. Members holding shares under different folios may approach the Company for consolidation of ledger folios into one folio.

p. Members are requested to notify immediately any change in their address / bank account details.

q. As per Rule 18 of the Companies (Management and Administration) Rules, 2014, Company is sending the Annual Report, i.e., Notice convening the 66th Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc. for the year ended 31st March, 2017 in electronic form, to the e-mail address registered by Members with the Company.

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

E-mail for Communication – **shares@sudarshan.com**

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

r. Members / Proxies are requested to bring their copies of the Annual Report as extra copies of the Annual Report will not be made available at the time of the Annual General Meeting.

s. 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

t. Members can avail of the nomination facility by filing Form SH – 13 as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 with the Company. Blank forms will be supplied on request.

u. The Final Dividend on equity shares as recommended by the Board, if approved at the 66th Annual general Meeting, will be paid within thirty days from the date of declaration to those Members whose name appear :

(i) As Members in the Register of Members of the Company on 10th August, 2017 and

(ii) As Beneficial Owners on 10th August, 2017 as per the lists to be furnished by NSDL and CDSL in respect of shares held in electronic form.

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

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

P. S. RAGHAVAN
COMPANY SECRETARY

Pune, May 26, 2017

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:

B. K. Khare & Co., Chartered Accountants, have been auditing the Books of Accounts of the Company for the past several years. In terms of Section 139 (2) (b) of the Companies Act, 2013, an audit firm which has completed its two terms of five consecutive years shall not be eligible for re-appointment as auditor of the same company for five years from the completion of such term.

Third Proviso to Section 139 (2) (b) of the Companies Act, 2013 also states that every company existing on or before the commencement of the Companies Act, 2013 and which is required to comply with the provisions of this sub section, shall comply with the requirements of this sub section within three years from the date of commencement of the Companies Act, 2013. Rule 6 of the Companies (Audit and Auditors) Rules, 2014 prescribes the procedure to be followed for manner of rotation of auditors by companies on expiry of their term.

In line with the above provisions, B. K. Khare & Co. Statutory Auditors hold office as the Statutory Auditors of the Company only upto the conclusion of the ensuing 66th Annual General Meeting (10thAugust, 2017) and are not eligible for reappointment.

Pursuant to the recommendation of the Audit Committee, the Board of Directors after due deliberations in its meeting held on 26th May, 2017 has appointed B S R & Associates, LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 66th Annual General Meeting of the Company and upto the conclusion of 71st Annual General Meeting, subject to ratification at every Annual General Meeting, if mandated by applicable law.

As such Item No. 4 of the Notice has been proposed as an Ordinary Resolution. The Board recommends the resolution for approval by the Members.

None of the Directors / Key Managerial Personnel and / or their relatives are interested / concerned, financially or otherwise, in the passing of the resolution as set out in Item No. 4 of the Notice.

Item No. 5 of the Notice:

Mr. A. B. Rathi was appointed as a Non Executive, Non Independent Director by the Board of Directors of the Company at their meeting held on 11th November, 2016.

Mr. A. B. Rathi is B.Tech, from University of Madras, M.S.Chemical Engg. from University of Detroit, USA and MBA from USA.

Mr. A. B. Rathi is presently the Managing Director of RIECO Industries Limited (RIECO), a Wholly Owned Subsidiary of the Company. RIECO manufactures Air Pollution Control Equipments, Size Reduction Equipments and Pneumatic Conveying Systems. Mr. A. B. Rathi is also heading the Industrial Mixing Solutions Business of the Company which manufactures Industrial Mixers.

Notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- has been received from a Member of the Company signifying his intention to propose the candidature of Mr. A.B. Rathi to the Office of Director.

Mr. A. B. Rathi is a member of Rathi Promoter Group and holds 20,51,060 Equity Shares of the Company (2.96%).

The Board recommends the Ordinary Resolution for approval by the Members.

Mr. A. B. Rathi, Non Executive, Non Independent Director, his relatives and Mr. Rajesh B. Rathi, Dy. Managing Director are interested in the passing of the resolution. None of the other Directors / Key Managerial Personnel and / or their relatives are interested / concerned, financially or otherwise, in the passing of the resolution as set out in Item No. 5 of the Notice.

Item No. 6 of the Notice:

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a Cost Auditor to audit the cost records relating to of the Company relating to "Agro Chemicals" and "Industrial Mixers". On the recommendation of the Audit Committee at its meeting held on 26th May, 2017, the Board has approved the appointment of Parkhi Limaye & Co., Cost Accountants as the Cost Auditor of the Company for the Financial Year 2017-18 for auditing the cost records of the Company pertaining to "Agro Chemicals" and "Industrial Mixers" on a remuneration exclusive of Goods and Services Tax (GST) and reimbursement of all out of pocket expenses incurred, if any, incurred in connection with the cost audit. The remuneration of the Cost Auditor is required to be ratified and confirmed by Members in accordance to the provisions of Section 148 read with Rule 14 of the Companies (Cost Records and Audit) Rules, 2014 as amended.

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

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

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

P. S. RAGHAVAN
COMPANY SECRETARY

Pune, May 26, 2017

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

Dear Member,

Subject : Registration of e–mail address

This is to inform you that Rule 18 of the Companies (Management and Administration) Rules, 2014, permits companies to serve the documents viz. annual reports, notices of general meetings / postal ballot, other documents etc. to the members through electronic mode. In this regard please see Note No. (q) forming part of the Notice of the Annual General Meeting dated 26th May, 2017.

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

We therefore request you to register your e-mail address and / or changes therein from time to time with the Company's e-mail id - **shares@sudarshan.com** or with NSDL / CDSL.

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

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

Yours faithfully,

For Sudarshan Chemical Industries Limited

sd/-

P.S.Raghavan
Company Secretary

Place :Pune
Date:26th May, 2017

REGISTRATION OF E – MAIL ADDRESS FORM

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

Link Intime India Private Limited
Unit : Sudarshan Chemical Industries Limited
Akshay Complex, Block No. 202, 2nd Floor,
Off Dhole Patil Road,
Near Ganesh Temple,
Pune 411001

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

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

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

Place:

Date :

(Signature of shareholder)

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

ECS Mandate Form for payment of Dividend

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

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

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

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

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

Yours faithfully,

Name and signature of First/Sole Shareholder

Place :
Date :

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

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

Dear Member,

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

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

Thank you.

Yours truly,

P. S.RAGHAVAN
Company Secretary

Notes :

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

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

..... (Tear here) .....

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

Name : _____
Address : _____
_____
_____

Dear Sir,
Ref : Folio No.
I/We refer to your recent communication. As desired, I/We give my/our Bank Account details to be printed on my/our Dividend Warrant(s):

Name of first named member _____
(Capital letters)

Current/Saving Account No. _____

Name of Bank _____

Branch at _____

Address of Bank _____

_____

_____

Date _____ Signature _____

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

PROXY FORM

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

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

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

1. Name : _____
   Address : _____
   E-mail ID : _____
   Signature : _____ or failing him

2. Name : _____
   Address : _____
   E-mail ID : _____
   Signature : _____
   _____ or failing him

3. Name :
   Address : _____
   E-mail ID : _____
   Signature : _____
   _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 66th Annual General Meeting of the Company, to be held on Thursday, 10th day of August, 2017 at 11.30 A.M. at Sumant Moolgaokar Auditorium, A – Wing, Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, ICC Complex, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

Sr. No.	Resolutions	Vote (Optional see Note 3) *		
		FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS				
1	Approval of Financial Statements of the Company for the Year ended 31st March, 2017.			
2	Approval for declaration of final dividend for the year ended 31st March, 2017 and confirmation of the Interim Dividend paid during March, 2017.			
3	Appointment of Mr. K. L. Rathi, as Director liable to retire by rotation.			
4	Appointment of B S R Associates, LLP as Statutory Auditors of the Company for a period of 5 years w.e.f. from 10th August, 2017 and fixing their remuneration.			
SPECIAL BUSINESS				
5	Approval for appointment of Mr. A.B. Rathi, Director as Non Executive, Non Independent Director liable to retire by rotation.			
6	Approval for payment of remuneration to Parkhi Limaye & Co., Cost Auditors for the Financial Year 2017-18 to conduct Audit of Cost Records of the Company for "Agro Chemicals" and "Industrial Mixers".			

Signed this _____ day of _____ 2017

Affix Rs. 1/- Revenue Stamp

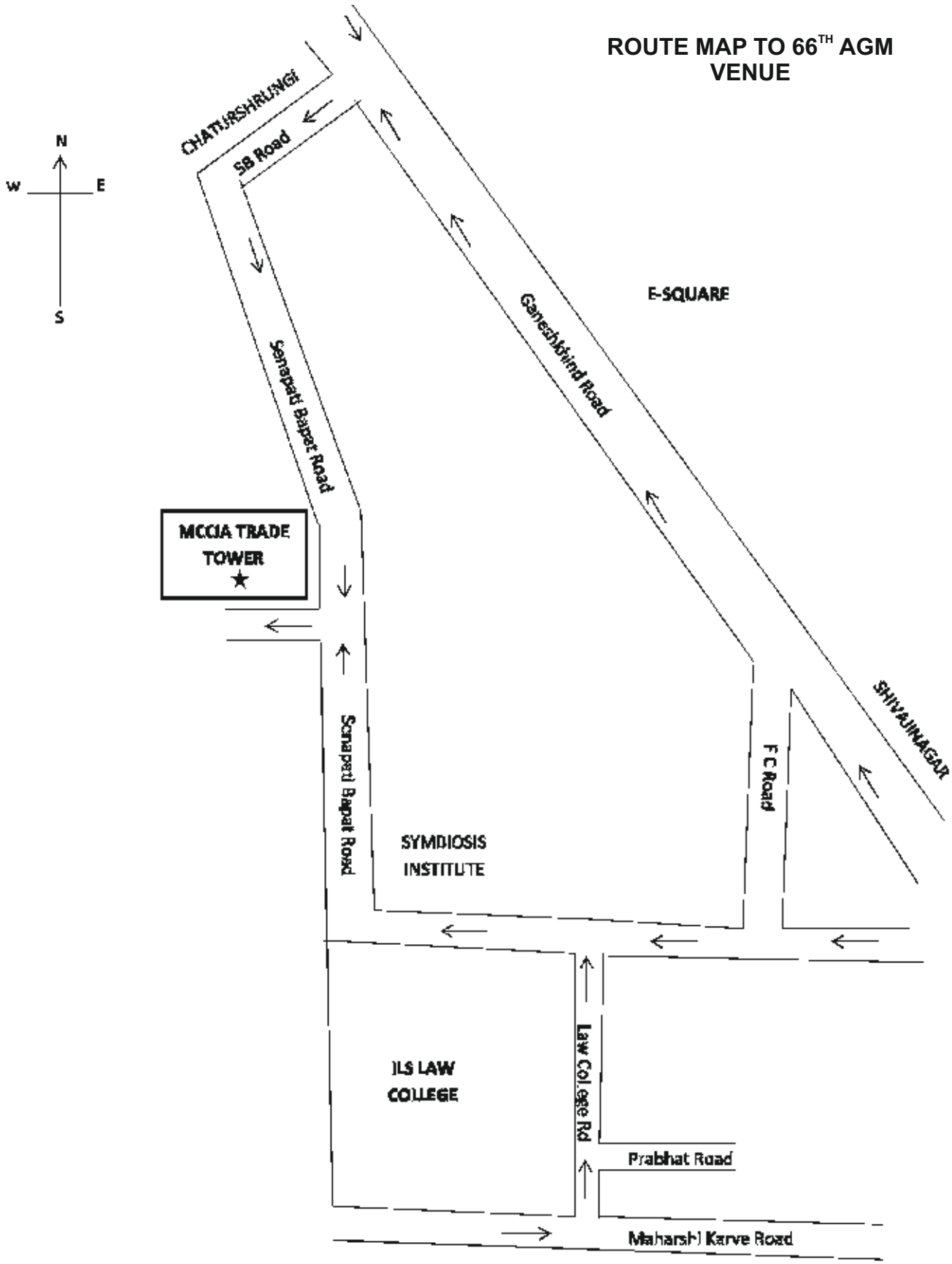
Signature of Shareholder

Signature of Proxy holder

Notes :

1. This form of proxy in order to effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statement and notes, please refer to Notice of the 66th Annual General Meeting.
3. * It is optional to indicate your preference. If you leave the FOR, AGAINST OR ABSTAIN Column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTE MAP TO 66TH AGM VENUE



SUDARSHAN

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office : 162 Wellesley Road, Pune 411 001