

19th December, 2015

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

**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/Madam,

Sub.: Clause 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Please find enclosed the consolidated Report of the Scrutinizer on Remote E-Voting done from 15th December, 2015 to 17th December, 2015 and voting done through poll at the Extra-Ordinary General Meeting of the Company held on Friday, 18th December, 2015 at Pune.

Kindly take the above information on record and do the needful in the matter.

Thank you.

Yours truly,

For Sudarshan Chemical Industries Limited



**P.S.Raghavan
Company Secretary**

Encl : As above.

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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

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CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND VOTING THROUGH POLL PAPER

(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:

Mr. S.N. Inamdar
Chairman and Lead Independent Director
Extra Ordinary General Meeting
of the Shareholders of
Sudarshan Chemical Industries Limited
held on Friday , 18th December 2015 at
Maharatta Chamber of Commerce Industries and Agriculture ,
Tilak Road Pune – 411 016,
Maharashtra at 11.30 a.m.

Sub: Scrutinizer's Report on e-voting and poll conducted pursuant to the provisions of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 and section 109 of the Companies Act , 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules , 2014 as amended

1. I , Rajesh Karunakaran, Practicing Company Secretary (F.C.S. No. 7441) ,appointed as Scrutinizer by :

(I) the Board of Directors of Sudarshan Chemical Industries Limited (the Company) vide Board Resolution dated 31st October 2015 for the purpose of scrutinizing e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act , 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and

(II) the Chairman of the Extra Ordinary General Meeting (E GM) on Poll under the Provisions of Section 109 of the 2013 Act read with Rule 21 of Rules , on the resolutions contained in the Notice to the Extra Ordinary General Meeting (EGM) of the Members of the Company held on Friday , 18th December 2015 at Pudumjee Hall Maharatta Chamber of Commerce Industries and Agriculture , Tilak Road , Pune – 411 002 , Maharashtra.

2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and Rules relating to remote e-voting and poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the Members of the Company. 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 EGM dated 31st October 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/Proxies at the AGM .

3. I have issued separate Scrutinizer's report dated 18th December 2015 on the votes exercised through remote e-voting and report dated 18th December 2015 on the Poll on the resolutions contained in the Notice to the EGM. As requested by management I submit herewith my consolidated report of votes exercised through remote e-voting together with that of votes exercised through Poll as under :

4. The Remote e-voting period remained open from 9.00 a.m. (IST) on Tuesday , 15th December 2015 until 5.00 p.m. on Thursday, 17th December 2015.

5. The Cut -Off date for the purpose of determining the entitlement for voting , be remote e-voting or voting through polling paper , on the proposed resolutions was 13th November 2015 (Item Nos. 1 to 8) as set out in the Notice of the Extra Ordinary General Meeting of Sudarshan Chemical Industries Limited .

6. The votes cast through remote e-voting facility were unblocked on 18th December 2015 after the EGM in the presence of Mr. Amar Mulik and Mr. Manoj Kalani who are not in the employment of the Company .

7. Thereafter , the details , containing , inter alia, list of equity shareholders , who voted "For" and " Against" were downloaded from the e-voting website of National Securities Depository Limited (NSDL) .

8. The combined results of the remote e-voting and poll are as under :

Date of the EGM	18 th December 2015
Total Number of shareholders on the Record date	15294
No of shareholders present in the Meeting either in Person or through Proxy :	51
Promoters and Promoter Group	4
Public	
No of shareholders attended the meeting through Video Conferencing	NIL
Promoters and Promoter Group	NIL
Public	



Item No. 1 of the Notice- To ratify and approve the related party transactions entered into with Rathi Brothers Poona Limited (RBPL) from 2ND September 2015 until 18th December 2015 , being the date of the Extra Ordinary General Meeting .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2860	100	2400	460	83.92	16.08
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3705053	99.98	3704593	460	99.97	0.03
Total		11402078	11400968	99.99	11400508	460	99.99	0.01

Result: Passed with requisite majority



Item No. 2 of the Notice- To approve the related party transactions entered into with Rath Brothers Poona Limited (RBPL) from 19th December 2015 onwards .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2510	87.76	2510	NIL	100	NIL
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704703	99.97	3704703	NIL	100	NIL
Total		11402078	11400618	99.99	11400618	NIL	100	NIL

Result: Passed with requisite majority



Item No. 3 of the Notice- To ratify and approve the related party transactions entered into with Rathi Brothers Delhi Limited (RBDL) from 2ND September 2015 until 18th December 2015 , being the date of the Extra Ordinary General Meeting .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2510	87.76	2050	460	81.67	18.33
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704703	99.98	3704243	460	99.98	0.02
Total		11402078	11400618	99.99	11400158	460	99.99	0.01

Result: Passed with requisite majority



Item No. 4 of the Notice- To approve the related party transactions entered into with Rathi Brothers Delhi Limited (RBDL) from 19th December 2015 onwards .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2510	87.76	2510	NIL	100	NIL
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704703	99.97	3704703	NIL	100	NIL
Total		11402078	11400618	99.99	11400618	NIL	100	NIL

Result: Passed with requisite majority



Item No. 5 of the Notice- To ratify and approve the related party transactions entered into with Rathi Brothers Calcutta Limited (RBCL) from 2ND September 2015 until 18th December 2015 , being the date of the Extra Ordinary General Meeting .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2050	71.68	2050	NIL	100	NIL
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704243	99.96	3704243	NIL	100	NIL
Total		11402078	11400158	99.98	11400158	NIL	100	NIL

Result: Passed with requisite majority



Item No. 6 of the Notice- To approve the related party transactions entered into with Rathi Brothers Calcutta Limited (RBCL) from 19th December 2015 onwards .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2050	71.68	2050	NIL	100	NIL
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704243	99.96	3704243	NIL	100	NIL
Total		11402078	11400158	99.98	11400158	NIL	100	NIL

Result: Passed with requisite majority



Item No. 7 of the Notice- To ratify and approve the related party transactions entered into with Rathi Brothers Madras Limited (RBML) from 2ND September 2015 until 18th December 2015 , being the date of the Extra Ordinary General Meeting .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2510	87.76	2510	NIL	100	NIL
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704703	99.97	3704703	NIL	100	NIL
Total		11402078	11400618	99.399	11400618	NIL	100	NIL

Result: Passed with requisite majority



Item No. 8 of the Notice- To approve the related party transactions entered into with Rathi Brothers Madras Limited (RBML) from 19th December 2015 onwards .

Resolution Required					Ordinary			
Whether Promoter / Promoter Group are interested in the Agenda Resolution					Yes			
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							
	Total	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public Institutions	E Voting	2072630	2072630	100	2072630	NIL	100	NIL
	Poll	5623785	5623285	99.99	5623285	NIL	100	NIL
	Postal Ballot							
	Total	7696415	7695915	99.99	7695915	NIL	100	NIL
Public Non Institutions	E Voting	2860	2510	71.68	2050	460	87.76	12.24
	Poll	3702803	3702193	99.98	3702193	NIL	100	NIL
	Postal Ballot							
	Total	3705663	3704703	99.97	3704243	460	99.98	0.02
Total		11402078	11400618	99.99	11400158	460	99.99	0.01

Result: Passed with requisite majority

Based on the foregoing it can be concluded that all the resolutions proposed in the EGM held on 18th December 2015 have been approved by members of the Company with requisite majority.

The Register, other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers , approves and signs the Minutes of the Extra Ordinary General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thank you.

Yours truly,

Rajesh Karunakaran
Company Secretary



Membership No. -FCS 7441
C.P. No. 6581
18th December 2015