

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 63<sup>rd</sup> Annual General Meeting of the Members of the Company will be held on **Saturday, the 9<sup>th</sup> day of August, 2014 at 11.30 A.M.** at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411 002 to transact the following business :

### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the year ended 31<sup>st</sup> March, 2014.
3. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS :

4. **To consider and if thought fit, to pass with or without modification 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 Annual General Meeting or at any adjourned meeting.

5. **To consider and if thought fit, to pass with or without modification 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'.

6. **To consider and if thought fit, to pass with or without modification 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.

7. **To consider and if thought fit, to pass with or without modification 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'.

8. **To consider and if thought fit, to pass with or without modification 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'.

**9. To consider and if thought fit, to pass with or without modification 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 9<sup>th</sup> August, 2014.

**10. To consider and if thought fit, to pass with or without modification 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 9<sup>th</sup> August, 2014.

**11. To consider and if thought fit, to pass with or without modification 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 9<sup>th</sup> August, 2014.

**12. To consider and if thought fit, to pass with or without modification 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 9<sup>th</sup> August, 2014.

**13. To consider and if thought fit, to pass with or without modification 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 9<sup>th</sup> August, 2014.

**14. To consider and if thought fit, to pass with or without modification 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 29<sup>th</sup> March, 2014 by the Board of Directors of the Company and who holds the office until the conclusion of this Annual General Meeting and who has also 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 9<sup>th</sup> August, 2014.

**15. To consider and if thought fit, to pass with or without modification 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. 1<sup>st</sup> 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 and 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.

**16. To consider and if thought fit, to pass with or without modification the following resolution as a Special 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, Amralewadi Tal. Mulshi, Dist. Pune but excluding movable and immovable properties of the Company 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.

**17. To consider and if thought fit, to pass with or without modification 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 of the Company 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.

**18. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the 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 1<sup>st</sup> 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.

**19. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the 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 1<sup>st</sup> 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.

**20. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the 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 1<sup>st</sup> October 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 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.

**21. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Audit Committee and the 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 1<sup>st</sup> October 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.

**NOTES :**

- (a) Mr.K.L.Rathi, Mr.R.B.Rathi, Mr.N.J.Rathi and Mr.P.R.Rathi Promoter Directors of the Company are being designated as rotational / non rotational Directors in accordance with Section 152 of the Companies Act, 2013. The equity shares held by the Promoter Group Directors in the Company is given below.

| Name of the Director | No. of equity shares of Rs. 10/- each held | % to total share capital |
|----------------------|--------------------------------------------|--------------------------|
| Mr.K.L.Rathi         | 107,430                                    | 1.55                     |
| Mr.P.R.Rathi         | 382,345                                    | 5.52                     |
| Mr.R.B.Rathi         | 328,414                                    | 4.74                     |
| Mr.N.J.Rathi         | 241,765                                    | 3.49                     |

- (b) Mr. P.P.Chhabria, Mr. D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan, Mr.S.K.Asher and Mrs.Rati F.Forbes, Directors are being appointed as Independent Directors for a period of 5 years w.e.f. 9<sup>th</sup> August, 2014 as per provisions of Sections 149(10) and 152 of the Companies Act, 2013. Except for Mr D.N.Damania, Director, who holds 93 equity shares of the Company, none of the other Directors hold any equity shares in the Company.

As required under Clause 49 of the Listing Agreement, the information / data to be provided for both Promoter Group Directors and Independent Directors is given below :

**Mr.K.L.Rathi-Chairman - Other Directorships :**

| Sr. No. | Name of the Company                       | Board position held |
|---------|-------------------------------------------|---------------------|
| 1       | RIECO Industries Limited                  | Director            |
| 2       | Prescient Color Limited                   | Director            |
| 3       | Laxminarayan Finance Private Limited      | Director            |
| 4       | Rathi Brothers Poona Limited              | Director            |
| 5       | Rathi Brothers Madras Limited             | Director            |
| 6       | Rathi Brothers Calcutta Limited           | Director            |
| 7       | Rathi Brothers Delhi Limited              | Director            |
| 8       | Rathi Mixers Private Limited              | Director            |
| 9       | Rathi Enterprises Private Limited         | Director            |
| 10      | Rathi Vessels and Systems Private Limited | Director            |

**Mr.K.L.Rathi-Chairman - Committee Positions held :**

| Sr.No. | Name of the Company     | Name of the Committee | Position held |
|--------|-------------------------|-----------------------|---------------|
| 1      | Prescient Color Limited | Audit Committee       | Member        |

**Mr. P.R.Rathi-Vice Chairman & Managing Director - Other Directorships :**

| Sr. No. | Name of the Company                        | Board position held |
|---------|--------------------------------------------|---------------------|
| 1.      | Prescient Color Limited                    | Director            |
| 2.      | GPSK Capital Private Limited               | Director            |
| 3.      | Rathi Brothers Poona Limited               | Director            |
| 4.      | Rathi Brothers Calcutta Limited            | Director            |
| 5.      | Rathi Brothers Madras Limited              | Director            |
| 6.      | Rathi Brothers Delhi Limited               | Director            |
| 7.      | RIECO Industries Limited                   | Director            |
| 8.      | Rathi Brothers Private Limited             | Director            |
| 9.      | PRR Finance Private Limited                | Director            |
| 10.     | Clean Science & Technology Private Limited | Director            |
| 11.     | Rathi Mixers Private Limited               | Director            |
| 12.     | Rathi Enterprises Private Limited          | Director            |
| 13.     | Rathi Vessels and Systems Private Limited  | Director            |
| 14.     | Sanghvi Movers Limited                     | Director            |
| 15.     | Bharat Business Channel Limited            | Director            |
| 16.     | Finolex Cables Limited                     | Director            |
| 17.     | Sudarshan Europe B.V.                      | Director            |
| 18.     | Sudarshan North America Inc.               | Director            |

**Mr.P.R.Rathi-Vice Chairman & Managing Director - Committee Positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee                                                                            | Position held                |
|--------|---------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------|
| 1      | Sudarshan Chemical Industries Limited | Audit Committee<br>Stakeholders' Relationship Committee                                          | Member<br>Member             |
| 2      | Prescient Color Limited               | Audit Committee<br>Remuneration Committee                                                        | Chairman<br>Chairman         |
| 3      | Finolex Cables Limited                | Remuneration Committee<br>Audit Committee<br>Share transfer cum<br>Investors Grievance Committee | Chairman<br>Member<br>Member |
| 4      | Sanghvi Movers Limited                | Audit Committee<br>Remuneration Committee                                                        | Member<br>Member             |

**Mr.R.B.Rathi-Dy.Managing Director - Other Directorships :**

| Sr. No. | Name of the Company                       | Board position held |
|---------|-------------------------------------------|---------------------|
| 1       | Prescient Color Limited                   | Director            |
| 2       | Rathi Brothers Poona Limited              | Director            |
| 3       | Rathi Brothers Calcutta Limited           | Director            |
| 4       | Rathi Brothers Madras Limited             | Director            |
| 5       | Rathi Brothers Delhi Limited              | Director            |
| 6       | RIECO Industries Limited                  | Director            |
| 7       | Rathi Enterprises Private Limited         | Director            |
| 8       | Rathi Vessels and Systems Private Limited | Director            |
| 9       | Rathi Brothers Private Limited            | Director            |
| 10      | Balkrishna Rathi Finance Private Limited  | Director            |
| 11      | Sudarshan Europe B.V.                     | Managing Director   |
| 12      | Sudarshan North America Inc.              | Managing Director   |

**Mr. R.B.Rathi – Dy. Managing Director - Committee Positions held :**

| Sr.No. | Name of the Company     | Name of the Committee                     | Position held    |
|--------|-------------------------|-------------------------------------------|------------------|
| 1      | Prescient Color Limited | Audit Committee<br>Remuneration Committee | Member<br>Member |

**Mr.N.J.Rathi – Director - Other Directorships :**

| Sr. No. | Name of the Company             | Board position held |
|---------|---------------------------------|---------------------|
| 1       | Prescient Color Limited         | Director            |
| 2       | Rathi Brothers Poona Limited    | Director            |
| 3       | Rathi Brothers Calcutta Limited | Director            |
| 4       | Rathi Brothers Madras Limited   | Director            |

| Sr. No. | Name of the Company                       | Board position held |
|---------|-------------------------------------------|---------------------|
| 5       | Rathi Brothers Delhi Limited              | Director            |
| 6       | RIECO Industries Limited                  | Director            |
| 7       | Rathi Enterprises Private Limited         | Director            |
| 8       | Rathi Vessels and Systems Private Limited | Director            |
| 9       | Rathi Brothers Private Limited            | Director            |
| 10      | NJR Finance Private Limited               | Director            |
| 11      | Crop Care Federation of India             | Director            |

**Mr.N.J.Rathi, Director – Committee positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee                     | Position held    |
|--------|---------------------------------------|-------------------------------------------|------------------|
| 1      | Prescient Color Limited               | Audit Committee<br>Remuneration Committee | Member<br>Member |
| 2      | Sudarshan Chemical Industries Limited | Stakeholders' Relationship Committee      | Member           |

**Mr.P.P.Chhabria – Director - Other Directorships :**

| Sr. No. | Name of the Company                   | Board position held |
|---------|---------------------------------------|---------------------|
| 1       | Orbit Electricals Private Limited     | Director            |
| 2       | Finolex Cables Limited                | Director (Advisor)  |
| 3       | Atharva Agri Farms Private Limited    | Director            |
| 4       | Bela Agri Farms Private Limited       | Director            |
| 5       | Saffron Agri Farms Private Limited    | Director            |
| 6       | Prathamesh Agri Farms Private Limited | Director            |
| 7       | Harkrishan Agri Farms Private Limited | Director            |
| 8       | Orchid Agri Farms Private Limited     | Director            |
| 9       | Finolex Infrastructure Limited        | Director            |

**Mr.P.P.Chhabria - Director - Committee positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee                                                                                                 | Position held                                |
|--------|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1      | Sudarshan Chemical Industries Limited | Stakeholders' Relationship Committee<br>Selection Committee<br>Nomination & Remuneration Committee<br>Adhoc Committee | Chairman<br>Chairman<br>Chairman<br>Chairman |
| 2      | Finolex Cables Limited                | Share Transfer cum Investors' Grievances Committee                                                                    | Chairman                                     |

**Mr. D.N.Damania - Director - Other directorships :**

| Sr. No. | Name of the Company                           | Board position held              |
|---------|-----------------------------------------------|----------------------------------|
| 1       | ThyssenKrupp India Private Limited            | Chairman of the Advisory Council |
| 2       | ThyssenKrupp Industrial Solutions, India      | Chief Executive Officer          |
| 3       | ThyssenKrupp Industries India Private Limited | Director                         |
| 4       | Uhde India Private Limited                    | Director                         |
| 5       | Berco Undercarriages (India) Private Limited  | Director                         |
| 6       | Sanghvi Movers Limited                        | Director                         |
| 7       | KSB Pumps Limited                             | Director                         |
| 8       | Finolex Industries Limited                    | Director                         |

**Mr.D.N.Damania –Director - Committee positions held :**

| Sr.No. | Name of the Company                           | Name of the Committee                                                             | Position held              |
|--------|-----------------------------------------------|-----------------------------------------------------------------------------------|----------------------------|
| 1      | KSB Pumps Limited                             | Audit Committee<br>Share Transfer Committee                                       | Member<br>Member           |
| 2      | Sudarshan Chemical Industries Limited         | Audit Committee<br>Nomination &<br>Remuneration Committee<br>Selection Committee  | Member<br>Member<br>Member |
| 3      | Sanghvi Movers Limited                        | Audit Committee<br>Remuneration Committee<br>Shareholders' Grievance<br>Committee | Member<br>Member<br>Member |
| 4      | Finolex Industries Limited                    | Investor Grievance<br>Committee<br>Audit Committee                                | Member<br>Member           |
| 5      | Symbiosis Institute of International Business | Advisory Committee                                                                | Chairman                   |

**Mr. S.N.Inamdar- Director - Other Directorships**

| Sr. No. | Name of the Company                          | Board position held |
|---------|----------------------------------------------|---------------------|
| 1       | Kulkarni Power Tools Limited                 | Director            |
| 2       | Finolex Industries Limited                   | Director            |
| 3       | Kirloskar Brothers Limited                   | Director            |
| 4       | Kirloskar Ferrous Industries Limited         | Director            |
| 5       | The Ugar Sugar works Limited                 | Director            |
| 6       | Kirloskar Proprietary Limited                | Director            |
| 7       | Sakal Papers Private Limited                 | Director            |
| 8       | Finolex Infrastructure Limited               | Director            |
| 9       | Kirloskar Industries Limited                 | Director            |
| 10      | Apple Hospitals & Research Institute Limited | Director            |

**Mr.S.N.Inamdar-Director - Committee Positions held**

| Sr.No. | Name of the Company                   | Name of the Committee                                                                              | Position held                  |
|--------|---------------------------------------|----------------------------------------------------------------------------------------------------|--------------------------------|
| 1      | Kirloskar Brothers Limited            | Audit Committee<br>Nomination and<br>Remuneration Committee                                        | Chairman<br>Member             |
| 2      | Ugar Sugar Works Limited              | Audit Committee<br>Nomination and<br>Remuneration Committee                                        | Chairman<br>Chairman           |
| 3      | Kirloskar Ferrous Industries Limited  | Audit Committee<br>Nomination and<br>Remuneration Committee                                        | Chairman<br>Chairman           |
| 4      | Finolex Industries Limited            | Audit Committee<br>Nomination and<br>Remuneration Committee<br>Shareholders Grievance<br>Committee | Chairman<br>Chairman<br>Member |
| 5      | Sudarshan Chemical Industries Limited | Audit Committee<br>Nomination and<br>Remuneration Committee                                        | Chairman<br>Member             |
| 6      | Kirloskar Industries Limited          | Audit Committee                                                                                    | Member                         |
| 7.     | Sakal Papers Private Limited          | Corporate Social<br>Responsibility<br>Committee                                                    | Member                         |

**Mr. S.Padmanabhan-Director - Other Directorships**

| Sr. No. | Name of the Company                 | Board position held |
|---------|-------------------------------------|---------------------|
| 1       | Desai Brothers Limited              | Director            |
| 2       | Premier Limited                     | Director            |
| 3       | Rajkumar Forge Limited              | Chairman            |
| 4       | Force Motors Limited                | Director            |
| 5       | Sanghvi Movers Limited              | Director            |
| 6       | Aquapharm Chemicals Private Limited | Director            |

**Mr.S.Padmanabhan - Director - Committee Positions held**

| Sr.No. | Name of the Company    | Name of the Committee                     | Position held        |
|--------|------------------------|-------------------------------------------|----------------------|
| 1      | Premier Limited        | Audit Committee<br>Remuneration Committee | Chairman<br>Chairman |
| 2      | Sanghvi Movers Limited | Audit Committee<br>Remuneration Committee | Member<br>Member     |
| 3      | Force Motors Limited   | Audit Committee                           | Member               |

**Mr.S.K.Asher - Director - Other Directorships**

| Sr. No. | Name of the Company                             | Board position held |
|---------|-------------------------------------------------|---------------------|
| 1       | Bajaj Allianz General Insurance Company Limited | Director            |
| 2       | Bajaj Allianz Life Insurance Company Limited    | Director            |
| 3       | Finolex Cables Limited                          | Director            |
| 4       | Kryfs Power Components Limited                  | Director            |
| 5       | Repro India Limited                             | Director            |
| 6       | Sharp India Limited                             | Director            |
| 7       | Shree Renuka Sugar Limited                      | Director            |
| 8       | Tribhovandas Bhimji Zaveri Limited              | Director            |
| 9       | Ashok Leyland Limited                           | Director            |
| 10      | Balkrishna Industries Limited                   | Director            |
| 11      | Sanghvi Movers Limited                          | Director            |
| 12      | Innoventive Industries Limited                  | Director            |
| 13      | Mandhana Industries Limited                     | Director            |
| 14      | Finolex Industries Limited                      | Director            |
| 15      | J.B.Chemicals and Pharmaceuticals Limited       | Director            |
| 16      | Pallzzio Hotels & Leisure Limited               | Alternate Director  |

**Mr.S.K.Asher – Director - Committee Positions held :**

| Sr.No. | Name of the Company                   | Name of the Committee                                                                           | Position held                  |
|--------|---------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------|
| 1      | Finolex Cables Limited                | Audit Committee<br>Share Transfer and Investor<br>Grievance Committee<br>Remuneration Committee | Member<br>Member<br>Member     |
| 2      | Repro India Limited                   | Remuneration Committee<br>Audit Committee                                                       | Chairman<br>Member             |
| 3      | Shree Renuka Sugars Limited           | Audit Committee<br>Share Transfer and Investor<br>Grievance Committee<br>Remuneration Committee | Chairman<br>Chairman<br>Member |
| 4      | Sharp India Limited                   | Share Transfer and Investor<br>Grievance Committee<br>Audit Committee<br>Remuneration Committee | Chairman<br>Member<br>Member   |
| 5      | Ashok Leyland Limited                 | Shareholders and Investor<br>Grievance Committee<br>Audit Committee                             | Chairman<br>Member             |
| 6      | Mandhana Industries Limited           | Audit Committee<br>Remuneration Committee                                                       | Member<br>Member               |
| 7      | Tribhovandas Bhimji Zaveri Limited    | Remuneration Committee                                                                          | Member                         |
| 8.     | Finolex Industries Limited            | Nomination &<br>Remuneration Committee                                                          | Member                         |
| 9.     | Sudarshan Chemical Industries Limited | Audit Committee                                                                                 | Member                         |

**Mrs. R.F.Forbes – Director - Other Directorships :**

| Sr. No. | Name of the Company                         | Board position held |
|---------|---------------------------------------------|---------------------|
| 1       | Automotive Stampings and Assemblies Limited | Director            |
| 2       | Centre for Advancement of Philanthropy      | Director            |
| 3       | Forbes Marshall Private Limited             | Director            |

**Mrs. R.F.Forbes – Committee Positions held :**

| Sr.No. | Name of the Company                         | Name of the Committee                           | Position held |
|--------|---------------------------------------------|-------------------------------------------------|---------------|
| 1      | Automotive Stampings and Assemblies Limited | Shareholders Grievance and Compliance Committee | Chairperson   |
|        |                                             | Corporate Social Responsibility (CSR) Committee | Chairperson   |
|        |                                             | Audit Committee                                 | Member        |
|        |                                             | Remuneration & Nomination Committee             | Member        |

- (c) 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.

**(d) (a) Voting through electronic means :**

- (i) According to Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand. Further, Clause 35B of the Listing Agreement also makes it mandatory for companies to offer e-voting to the Members.
- (ii) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by National Securities Depository Limited (NSDL).
- (iii) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- (iv) During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the fixed date, may cast their vote electronically.
- (v) **The e-voting window shall remain open from Monday, 4<sup>th</sup> August, 2014 (from 9.00 a.m.) till Wednesday, 6<sup>th</sup> August, 2014 (upto 6.00 p.m.).**
- (vi) E-voting will be completed three days prior to the date of Annual General Meeting.

- (vii) The Board of Directors at their meeting held on 23<sup>rd</sup> May, 2014 have appointed M/s. Rajesh Karunakaran & Co. Practicing Company Secretary as the Scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The Scrutinizer will be responsible to conduct e-voting in a fair and transparent manner.
- (viii) Vote once casted by the member cannot be changed / altered.
- (b) The instructions for e-voting and other relevant information are as under :
  - (i) The Notice of the AGM of the Company *inter alia* indicating the process and manner of e-voting process and the Proxy Form is being dispatched to all the members. Initial logging ID and password is provided separately in the e-voting form.
  - (ii) NSDL shall also be sending the User-Id and Password, to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Depository Participant(s).
  - (iii) Launch internet browser by typing the following <https://www.evoting.nsdl.com/>
  - (iv) Click on Shareholder – Login
  - (v) Put user-Id and Password as initial password noted in step (ii) above. Click Login. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.
  - (vi) If you are logging in for the first time, password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vii) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
  - (viii) Select “EVEN” (E-Voting Event Number) of Sudarshan Chemical Industries Limited. For and EVEN, you can Login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
  - (ix) Now you are ready for e-voting as Cast Vote page opens.
  - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). You can also forward the documents at the Company’s e-mail ID i.e. [shares@sudarshan.com](mailto:shares@sudarshan.com).
  - (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - (xv) If you are already registered with NSDL for e-voting then you can use your existing user-Id and password for casting your vote.
  - (xvi) 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).

- (xvii) **The e-Voting period commences on Monday, 4<sup>th</sup> August, 2014 (from 9.00 a.m.) and ends on Wednesday, 6<sup>th</sup> August, 2014 (upto 6.00 p.m.).** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **4<sup>th</sup> July, 2014**, may cast their vote electronically. The e-Voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently.
- (xviii) The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, **4<sup>th</sup> July, 2014**.
- (xix) Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on **4<sup>th</sup> July, 2014** and not casting their vote electronically, may cast their vote at the Annual General Meeting.
- (xx) The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and send it forthwith to the Chairman of the Company.
- (xxi) The Results shall be declared on or after the Annual General Meeting of the Company. 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 two(2) days of passing of the resolutions at the Annual General Meeting of the Company on 9<sup>th</sup> August, 2014 and communicated to the BSE &NSE Limited.
- (e) **The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 28<sup>th</sup> July, 2014 to Saturday, 9<sup>th</sup> August, 2014 (both days inclusive).**
- Pursuant to Section 205A(5) of the Companies Act, 1956 all unclaimed dividends for the Accounting Years ended upto 31<sup>st</sup> March, 2006 have been transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956. 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.
- (f) Members who hold 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. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized of 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.
- (g) As per RBI notification, with effect from October, 1, 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.
- (h) 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 (LIPL) for necessary processing. **The information required should reach the Company / LIPL invariably on or before 25<sup>th</sup> July, 2014 failing which physical dividend warrants will be issued to the Members for the year 2013-14.**
- (i) Based on the records available with the Depositories, the Company has tied up with ICICI Bank Limited, Pune for payment of dividend for the Financial Year 2013-14.

- (j) 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.
- (k) 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, 2<sup>nd</sup> 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](mailto:pune@linkintime.co.in)  
Website [www.linkintime.co.in](http://www.linkintime.co.in)

- (l) The Company has designated an e-mail address - [grievance.redressal@sudarshan.com](mailto: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.
- (m) Members holding shares under different folios may approach the Company for consolidation of ledger folios under one folio.
- (n) Members are requested to notify immediately any change in their address / bank account details.
- (o) As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their Members electronically. In line with Circular issued by MCA, we are sending the Annual Report, i.e., Notice convening the Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc. for the year ended March 31, 2014, in electronic form, to the e-mail address registered by Members with us.

In case, if 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](mailto:shares@sudarshan.com)

Members are also informed that the full text of these reports shall be available in an easily navigable format on our website, [www.sudarshan.com](http://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](mailto: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 Annual General Meeting.

- (p) 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.
- (q) 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.

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

Pune, May 23, 2014

P.S.RAGHAVAN  
COMPANY SECRETARY

## 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 Special Business mentioned in the Notice and should be taken as forming part of the Notice.

### Item No. 4 of the Notice

Mr. Banshi S. Mehta, Independent Director will retire by rotation at the ensuing Annual General Meeting under the provisions of the erstwhile Companies Act, 1956. In terms of Section 149 of the Companies Act, 2013, he is eligible for appointment as an Independent Director. However, in view of limitations on Directorships in Listed Companies set out in the amended Clause 49 of the Listing Agreement by SEBI as also restrictions of number of Directorships in Public Limited Companies as mandated under section 165 of the Companies Act, 2013, Mr. Banshi S. Mehta has expressed his desire to step down from the Board and not to seek reappointment as Independent Director at the ensuing 63<sup>rd</sup> Annual General Meeting of the Company. The Company does not propose to fill the vacancy at the ensuing Annual General Meeting or at any adjournment thereof. Pursuant to provisions of Section 152 (7) (a) of the Companies Act, 2013, a resolution is proposed accordingly.

The Directors commend passing of the resolution set out at item No.4 of the Notice.

Except Mr. Banshi S. Mehta, no other director, key managerial personnel and relatives thereof are concerned or interested in this Resolution.

### Item Nos. 5 to 8 of the Notice :

The present composition of the Board of Directors of the Company consists of seven Independent Directors and four Non-Independent Directors representing the Promoter Group. The Non-Independent Directors comprising of Mr.K.L.Rathi, Mr.P.R.Rathi, Mr.R.B.Rathi and Mr.N.J.Rathi were appointed by members earlier as Directors not liable to retire by rotation in accordance with the provisions of Section 255 of the erstwhile Companies Act, 1956.

Section 152 of the Companies Act, 2013 ('the Act') which among others deals with composition of 'directors liable to retire by rotation' and 'directors not liable to retire by rotation' of the Board of Directors of a company states that out of the total strength of Directors, excluding Independent Directors, one third shall be Directors not liable to retire by rotation and two thirds shall be Directors liable to retire by rotation. Accordingly, out of the aforesaid four non-independent directors on the Board of Directors of the Company, three directors will be directors liable to retire by rotation and one director will be a director not liable to retire by rotation. As such, the Board has resolved that Mr. P. R. Rathi, Vice Chairman and Managing Director, who was appointed and designated as a Director not liable to retire by rotation by the members shall continue as a Director not liable to retire by rotation and Mr.K.L.Rathi, Mr.R.B.Rathi and Mr.N.J.Rathi who were earlier appointed by members as Directors not liable to retire by rotation shall be designated as directors liable to retire by rotation so that the composition of Board of directors of the Company shall be in line with the requirements of Section 152 of the Companies Act, 2013.

The profile of Mr.K.L.Rathi, Mr.P.R.Rathi, Mr.R.B.Rathi and Mr.N.J.Rathi, Directors is given below :

**Mr.K.L.Rathi**, Chairman, 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 is also the Chairman of Roha Manufacturers Association.

**Mr.P.R.Rathi**, Vice Chairman and Managing Director, is MS in Chemical Engineering from MIT, USA and MBA from Columbia University, USA and has been associated with the Company for more than three decades.

**Mr.R.B.Rathi**, Dy. Managing Director, is B.E. Mech. Engg. from MIT, Pune, B.S. Chem. Engg. from Ohio University, USA and M.B.A. from Pittsburgh University, USA. Mr. R.B.Rathi has been associated with the Company for the past two decades.

**Mr.N.J.Rathi**, Non-Executive Director, is M.Com from University of Pune and M.B.A. from USA.

Details of other Directorships and Committee positions held by aforesaid Promotor Group Directors in other companies is given separately in the Notice.

The Board of Directors recommend passing of the resolutions set out in item Nos. 5 to 8 of the Notice.

Mr. P.R. Rathi , Mr. R.B. Rathi and Mr. N.J. Rathi , Directors representing the Promoter Group individually hold more than 2% of the paid up equity capital of the Company. None of the other directors / Key Management Personnel and their relatives is interested or concerned in the passing of the resolutions.

**Item Nos. 9 to 13 of the Notice:**

Pursuant to Sections 149 and 152 of the Companies Act, 2013 it is mandatory for the Company to appoint Mr. P.P.Chhabria, Mr. D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan and Mr.S.K.Asher, Independent Directors for a period of 5 years i.e. from 9<sup>th</sup> August, 2014.

The Nomination and Remuneration Committee in their meeting held on 23<sup>rd</sup> May, 2014 has recommended the appointment of aforesaid Independent Directors for a period of 5 years from 9<sup>th</sup> August, 2014 .

Mr.P.P.Chhabria, Mr.D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan and Mr.S.K.Asher, Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Companies Act, 2013 and the Rules framed there under read with Schedule IV of the Act for their respective appointment as an Independent Director.

The profile of Mr.P.P.Chhabria, Mr.D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan and Mr.S.K.Asher, Independent Directors is given below :

**Mr.P.P.Chhabria**, is the original Promoter of Finolex companies coming under Finolex Group. Mr.P.P.Chhabria is also on the Board of several other Companies.

**Mr.D.N.Damania**, is B.E Mechanical Engineering from Pune University and a renowned technocrat. Mr.D.N.Damania is also on the Board of several other Companies.

**Mr.S.N.Inamdar**, is a leading advocate and an expert in Income Tax matters. Mr.S.N.Inamdar is also on the Board of several other Companies.

**Mr.S.Padmanabhan**, is M.Sc. (Physics) from Delhi University and Bachelor of General Law from Mumbai University. Mr.S.Padmanabhan has a diploma in Development Economics from University of Cambridge, U.K. and a Diploma in Management Accounting from Bajaj Institute of Management, Mumbai. A former IAS Officer, Mr.S.Padmanabhan has wide experience in industrial projects, finance and administration. Mr.S.Padmanabhan is also on the Board of several other Companies.

**Mr.S.K.Asher**, is a Fellow member of the Institute of Chartered Accountants of India and Commerce & Law graduate from Bombay University. Mr. Sanjay Asher is senior partner of M/s. Crawford Bayley & Co., Mumbai and is also on the Board of several other Companies.

Details of other Directorships and Committee positions held by aforesaid Independent Directors in other companies is given separately in the Notice.

Notice under Section 160 of the Companies Act, 2013 along with a deposit of Rs. 1,00,000/- per Director has been received from a Member of the Company signifying his intention to propose the candidature of Mr.P.P.Chhabria, Mr.D.N.Damania, Mr.S.N.Inamdar, Mr.S.Padmanabhan and Mr.S.K.Asher, to the Office of the Director.

The Board of Directors recommend the resolutions for approval by the members.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting. These documents will also be available for inspection at the venue of the Annual General Meeting.

Except the aforesaid Independent Directors, none of the other directors/Key Management Personnel and their relatives is interested or concerned in the passing of the resolutions.

### Item No. 14 of the Notice :

Section 149 of the Companies Act, 2013 and Rule 3 of the Companies (Appointment & Qualification of Directors) Rules, 2014 mandates the appointment of a Woman Director on the Board of Directors of a listed entity. In view of this, the Board of Directors in its meeting held on 29<sup>th</sup> March, 2014, have co-opted Mrs.Rati F.Forbes as an additional Director with Independent status. Mrs.Rati F.Forbes holds the Office until the conclusion of the ensuing Annual General Meeting.

Mrs.Rati F.Forbes graduated with Psychology and Sociology from Bombay University and has done further special courses on Women in Leadership, Human Resources and Organizational Behaviour and Social Entrepreneurship and Philanthropy from IIM, Ahmedabad and Stanford University. Earlier this year, she completed the Masters from Cambridge, U.K. in Sustainability Management and Leadership.

Mrs.Rati F.Forbes has been a Director at Forbes Marshall Private Limited since 1999 and has been involved in overseeing the Human Resources function till 2012. During this time, Forbes Marshall Private Limited was thrice selected one of India's Top 25 Great Places to Work, most recently bagging 11<sup>th</sup> rank in 2011 and 5<sup>th</sup> rank in 2012. Mrs.Rati F.Forbes has been involved in the activities of Foundation arm of Forbes Marshall Private Limited and focuses much of her time on the social initiatives the Company has developed and supported over the last three decades.

Mrs.Rati F.Forbes is also on the Board of other companies viz. Centre for Advancement of Philanthropy, Automotive Stampings and Assemblies Ltd. and Forbes Marshall Private Limited. 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 Mrs.Rati F.Forbes to the office of the Director.

Mrs. Rati F.Forbes has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and in the opinion of the Board, Mrs. Rati F.Forbes fulfills the conditions specified in the Act and the Rules read with Schedule IV framed there under for appointment as an Independent Director.

The Nomination and Remuneration Committee in their meeting held on 23<sup>rd</sup> May, 2014 has recommended the appointment of Mrs. Rati F.Forbes, Independent Director for a period of 5 years from 9<sup>th</sup> August 2014.

The Board of Directors recommend the resolution for approval by the members.

The terms and conditions of appointment of Mrs.Rati F.Forbes shall be open for inspection by the Members at the Registered Office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting. This document will also be available for inspection at the venue of the Annual General Meeting.

Except for Mrs.Rati F.Forbes, none of the other directors / Key Management Personnel and their relatives is interested or concerned in the passing of the resolution.

### Item No. 15 of the Notice :

Mr.R.B.Rathi, Director joined the Board of Directors of the Company on 23<sup>rd</sup> May, 2008 and is presently heading the operations of the Pigment Division which has grown substantially in the last couple of years.

Consequent to the onerous responsibilities shouldered by Mr.R.B.Rathi, Director, the Board of Directors in its meeting held on 29<sup>th</sup> March, 2014 has appointed Mr.R.B.Rathi, as Deputy Managing Director of the Company for a period of 5 years w.e.f. 1<sup>st</sup> April, 2014.

Abstract of the remuneration payable to Mr. R.B.Rathi, Deputy Managing Director w.e.f. 1<sup>st</sup> April, 2014 is as under :-

1. Basic Salary : Rs. 6,23,989/- p.m.
2. Annual Commission payable : As may be decided by the Board of Directors
3. Annual Increment payable : 20% of remuneration (Due on 1<sup>st</sup> April each year)

**Common Perquisites applicable to Executive Directors :**

House Rent Allowance / Rent free accommodation, Free Housing, Furniture, Medical Allowance / Medical Reimbursement, Allowances for utilities such as Gas, Electricity, Water, Leave Travel Allowance, Fees of Clubs, Personal Accident Insurance premium, Hospitalization, Provision for car with driver, Fuel Reimbursement, Car Maintenance, Telephone, Mobile, Fax, Computer, Watchman, Domestic servant, Gardner, Incentive scheme (Performance Linked Variable Allowance- PLVA), Ex-gratia, Canteen, compensation for loss of office computed in accordance with Section 202 of the Companies Act, 2013, Provident Fund, Superannuation, Pension, Gratuity, Leave Encashment, Retirement benefits, Severance compensation and other perquisites as per the rules of the Company.

The Board of Directors consider the aforesaid remuneration as fair, reasonable and commensurate with the onerous duties and responsibilities of Mr.R.B.Rathi, Deputy Managing Director. Letter of Appointment dated 29<sup>th</sup> March, 2014 and terms of remuneration payable to Mr.R.B.Rathi, Deputy Managing Director along with copy of rules of the Company is available for inspection at the Registered Office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting. This document will also be available for inspection at the venue of the Annual General Meeting.

The appointment and remuneration payable to Mr.R.B.Rathi, Deputy Managing Director is subject to the approval of the Members. Resolution at Item No. 15 is accordingly placed for the approval of the members. Mr.R.B.Rathi, Director representing the Promoter Group individually holds more than 2% of the paid up equity capital of the Company.

Except for Mr.R.B.Rathi, Deputy Managing Director , none of the other directors / Key Management Personnel and their relatives is interested or concerned in the passing of the resolution.

**Item No. 16 of the Notice :**

From time to time, Company is required to borrow from Banks and various Financial Institutions for catering to the needs of its working capital and various expansion activities.

In the 60<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August, 2011, Members have approved the limit of Rs. 500 Crores upto which Company is authorized to borrow from time to time by passing the resolution under the earlier Companies Act, 1956. However, with the notification of Section 180 of the Companies Act, 2013 , it is necessary for the Company to obtain a fresh consent from the members.

Accordingly, fresh resolution is being proposed seeking approval of members under Section 180(1) ( c ) of the Companies Act, 2013 authorizing the Board of Directors of the Company to borrow in excess of its paid up capital and free reserves, however, subject to the condition that the total amount upto which the monies may be borrowed shall not exceed in the aggregate of Indian Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

The Board of Directors of the Company in its meeting held on 29<sup>th</sup> March, 2014 have approved the above proposal. The Directors recommend the Special Resolution for approval of the Members.

None of the directors / Key Management Personnel and their relatives is interested or concerned in the passing of the resolution.

**Item No. 17 of the Notice :**

As per loan covenants, credit facilities / term loans are required to be secured by way of mortgage over an immovable property of the Company situated at Roha and Mahad, Dist. Raigad and Ambadvet, Dist. Pune, in favour of Banks and Financial Institutions or any other property which may be acquired by the Company from time to time save and except movable and immovable properties lying at the present Registered Office of the Company at 162 Wellesley Road Pune - 411001.

In the 60<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August, 2011, Members have approved the limit of Rs. 500 Crores upto which Company is authorized to borrow and create the charge in favour of such Banks and Financial Institutions from time to time by passing the resolution under the earlier Companies Act, 1956. However, with the notification of Section 180 of the Companies Act, 2013 , it is necessary for the Company to obtain a fresh consent from the members.

Accordingly, fresh resolution has been proposed seeking approval of members under Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company to create the charge / mortgage in favour of such Banks and Financial Institutions however, subject to the condition that the total amount which such charges created / to be created shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores Only) at any point of time.

The Board of Directors of the Company in its meeting held on 29<sup>th</sup> March, 2014 have approved the above proposal. The Directors recommend the Special Resolution for approval of the Members.

None of the directors / Key Management Personnel and their relatives is interested or concerned in the passing of the resolution.

### **Item Nos. 18 to 21 of the Notice :**

Revised Clause 49 of the Listing Agreement notified by SEBI which is effective from 1<sup>st</sup> October 2014 provides that transaction/s with related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a Financial Year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company as per the last audited financial statements of the company, whichever is higher. It also states that all Related Party Transactions shall require prior approval of the Audit Committee and all material Related Party Transactions shall require approval of the shareholders through Special Resolution.

It is estimated that transactions entered into with Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited up to now and to be entered into in the remaining period of the Financial Year 2014-15 will exceed / is likely to exceed five percent of the annual turnover based on the Audited Results of Financial Year 2013-14. This trend is expected to continue in the coming years also.

Unlike the provisions of the Companies Act, 2013 which exempts all related party contracts which are entered into in the ordinary course of business and qualifying to be called an arm's length transaction from the ambit of approval of the Board / shareholders, revised Clause 49 of the Listing Agreement mandates obtaining prior approval of the shareholders in respect of all material related party contracts irrespective of the fact that whether it is transacted in the ordinary course of business and qualifies to be called an arm's length transaction.

The Audit Committee and the Independent Board of Directors have approved the entering into of transactions with Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited in terms of Selling Agency Agreements entered into by the Company effective from 1<sup>st</sup> October 2014.

The Selling Agency Agreements entered into with Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited detail the nature of services rendered by them to the Company. The services rendered by Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited are absolutely critical for the Company considering the technicalities involved and the complex nature of the Pigment Products and not the least the long association with the Company. The terms and conditions and commission paid to Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited for rendering Agency services are the same when compared to the terms and conditions and commission paid to other Selling Agents and qualifies to be called as transactions entered into on arm's length basis.

A true copy of the Selling Agency Agreements entered into with Rath Brothers Poona Limited, Rath Brothers Delhi Limited, Rath Brothers Calcutta Limited and Rath Brothers Madras Limited detailing the nature of services rendered by them to the Company is available for inspection at the Registered Office of the Company between 10.30 am to 12.30 p.m. on any working day prior to the meeting. These documents will also be available for inspection at the venue of the Annual General Meeting.

The Promoter Group Members and Directors will not participate in the discussions and shall abstain from voting on the Special Resolutions as listed under Serial Nos. 18 to 21 of the Notice as they are interested. The Promoter Group hold among themselves 36,61,626 equity shares of Rs. 10/- each aggregating to 52.89% of the paid up equity capital of the Company.

The Independent Directors of the Company recommend the Special Resolutions for approval by the Members.

None of the other directors / key management personnel and their relatives is interested or concerned in the passing of the resolutions.

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

Pune, May 23, 2014

P.S.RAGHAVAN  
COMPANY SECRETARY

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## SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

Dear Member,

**Subject : Registration of e-mail address**

This is to inform you that The Ministry of Corporate Affairs vide its circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively has as a part of Green Initiative, permitted the 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. (O) forming part of the Notice of the Annual General Meeting dated 23<sup>rd</sup> May, 2014.

In order to support this "Green Initiative", we are pleased to serve 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 for its successful implementation.

Yours faithfully,

For Sudarshan Chemical Industries Limited

sd/-

P.S.Raghavan  
Company SecretaryPlace : Pune  
Date : 23<sup>rd</sup> May, 2014

## REGISTRATION OF E – MAIL ADDRESS FORM

(In terms of circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively issued by Ministry of Corporate Affairs, New Delhi)

Link Intime India Private Limited

**Unit : Sudarshan Chemical Industries Limited**

Akshay Complex, Block No. 202, 2<sup>nd</sup> 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 / 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

## 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 or 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. | <table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table> |  |  |  |  |  |  |  |  |  |
|                                                                                                          |                                                                                                                          |  |  |  |  |  |  |  |  |  |
| 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

Dear Member,

As you may be aware, in the past some dividend warrants mailed by Companies to their members' residential addresses have been fraudulently encashed by unscrupulous persons.

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

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF COMPANIES ACT, 1956 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2014.**

| Sr. No. | Name & Age (Years)  | Designation                                | Total Remuneration Rs. | Qualification and Experience (Years)                                                                                         | Date of Commence-ment of Service | Last employ-ment held before joining the Company |
|---------|---------------------|--------------------------------------------|------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------|
| 1       | Mr. K. L. Rath (75) | Chairman*                                  | 9,221,178              | B.Sc, B.Sc.(Tech)<br>M.A. (Chem)<br>(Columbia)<br>(50)                                                                       | 01-01-1964                       | –                                                |
| 2       | Mr. P. R. Rath (61) | Vice Chairman and Managing Director        | 16,647,688             | M.S.(M.I.T.) M.B.A.<br>(Columbia)<br>(38)                                                                                    | 01-04-1976                       | –                                                |
| 3       | Mr. R. B. Rath (45) | Director                                   | 14,768,954             | B.E.Mech.Engg.<br>MIT, Pune<br>B.S.Chem.Engg.<br>Ohio University,<br>USA<br>M.B.A., Pittsburgh<br>University,<br>USA<br>(22) | 01-10-1992                       | –                                                |
| 4       | Mr. A. Vij (44)     | Chief Operating Officer – Pigment Division | 6,409,363              | B.E. Chemical,<br>Punjab University<br>(24)                                                                                  | 08-12-2005                       | Jubilant Organosys Limited, Gajraula             |

\* Executive Chairman upto 26<sup>th</sup> October, 2013.

## NOTES :

1. The gross remuneration as above, includes Salary, Company's contribution to Provident Fund and Superannuation Scheme, Leave Travel Allowance, Medical, House Rent Allowance etc. and value of perquisites in respect of car facility, which is calculated in accordance with the provisions of the Income tax Act, 1961, and the rules made there under.
2. The conditions of employment are contractual.
3. Other terms and conditions are as per the rules of the Company.



## SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

## PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of  
the Companies (Management and Administration) Rules, 2014]*  
CIN : L24119PN1951PLC008409

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 63<sup>rd</sup> Annual General Meeting of the Company, to be held on Saturday, the 9<sup>th</sup> day of August, 2014 at 11.30 A.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411 002 and at any adjournment thereof in respect of such resolutions as are indicated below.

| Sr.<br>No. | Resolutions                                                                                      | Vote (Optional see Note 3)* |         |         |
|------------|--------------------------------------------------------------------------------------------------|-----------------------------|---------|---------|
|            |                                                                                                  | For                         | Against | Abstain |
|            | <b>ORDINARY BUSINESS</b>                                                                         |                             |         |         |
| 1          | Approval of Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2014. |                             |         |         |
| 2          | Approval for declaration of dividend for the year ended 31 <sup>st</sup> March, 2014.            |                             |         |         |
| 3          | Appointment of Auditors for FY 2014-15 and fixing their remuneration.                            |                             |         |         |

| Sr. No. | Resolutions                                                                                                                                                                                                       | Vote (Optional see Note 3)* |         |         |
|---------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|---------|---------|
|         |                                                                                                                                                                                                                   | For                         | Against | Abstain |
|         | <b>SPECIAL BUSINESS</b>                                                                                                                                                                                           |                             |         |         |
| 4       | Retirement of Mr.B.S.Mehta, Director from the Board of the Company and non filling of the vacancy arising thereon.                                                                                                |                             |         |         |
| 5       | Appointment of Mr.K.L.Rathi, Director liable to retire by rotation.                                                                                                                                               |                             |         |         |
| 6       | Appointment of Mr.P.R.Rathi, Director not liable to retire by rotation.                                                                                                                                           |                             |         |         |
| 7       | Appointment of Mr.R.B.Rathi, Director liable to retire by rotation.                                                                                                                                               |                             |         |         |
| 8       | Appointment of Mr.N.J.Rathi, Director liable to retire by rotation.                                                                                                                                               |                             |         |         |
| 9       | Appointment of Mr.P.P.Chhabria, as an Independent Director of the Company for a period of 5 years.                                                                                                                |                             |         |         |
| 10      | Appointment of Mr.D.N.Damania, as an Independent Director of the Company for a period of 5 years.                                                                                                                 |                             |         |         |
| 11      | Appointment of Mr.S.N.Inamdar, as an Independent Director of the Company for a period of 5 years.                                                                                                                 |                             |         |         |
| 12      | Appointment of Mr.S.Padmanabhan, as an Independent Director of the Company for a period of 5 years.                                                                                                               |                             |         |         |
| 13      | Appointment of Mr.S.K.Asher, as an Independent Director of the Company for a period of 5 years.                                                                                                                   |                             |         |         |
| 14      | Appointment of Mrs.Rati F. Forbes, as an Independent Director of the Company for a period of 5 years.                                                                                                             |                             |         |         |
| 15      | Appointment of Mr.R.B.Rathi, as Deputy Managing Director for a period of 5 years w.e.f. 1 <sup>st</sup> April, 2014 and remuneration payable to him thereon.                                                      |                             |         |         |
| 16      | Authority for borrowing monies in excess of paid up capital and free reserves of the Company but not exceeding to Rs.500 Crores.                                                                                  |                             |         |         |
| 17      | Authority for creation of charges / mortgages etc on the properties of the Company situated at Roha, Mahad, Dist. Raigad , Ambadvet, Amrlevadi, Tal. Mulshi, Dist.Pune for an amount not exceeding Rs.500 Crores. |                             |         |         |
| 18      | Approval for transactions entered into by the Company with Rathi Brothers Poona Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.                                   |                             |         |         |
| 19      | Approval for transactions entered into by the Company with Rathi Brothers Delhi Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.                                   |                             |         |         |
| 20      | Approval for transactions entered into by the Company with Rathi Brothers Calcutta Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.                                |                             |         |         |
| 21      | Approval for transactions entered into by the Company with Rathi Brothers Madras Limited in which the Promoter Group Directors and Members of the Promoter Group are interested.                                  |                             |         |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder

Signature of Proxy holder

Note :

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 63<sup>rd</sup> 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.

|         |
|---------|
| Affix   |
| Rs. 1/- |
| Revenue |
| Stamp   |