



SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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

Tel. : (020) 26226200, Fax : (020) 26058222

CIN : L24119PN1951PLC008409

www.sudarshan.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Members of the Company will be held on **Friday, the 18th day of December, 2015 at 11.00 A.M.** at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411 002 to transact the following business:

SPECIAL BUSINESS

- 1. To ratify, confirm and approve the related party transactions entered into with Rathi Brothers Poona Limited ("RBPL") from 2nd September 2015 until 18th December 2015, being the date of the Extra Ordinary General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions, including any re-enactment, modification, amendment thereof, Members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby ratify, confirm and approve all material transactions of the Company entered into from 2nd September 2015 (being the effective date of Regulation 23(8) of the "Listing Regulations") until the date of the Extra Ordinary General Meeting, being 18th December 2015 with Rathi Brothers Poona Limited ("RBPL") a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products being a material related party falling within the Explanation to Regulation 23(1) of the "Listing Regulations" for the commission or consideration agreed upon and recorded in the selling agency agreement between the Company and RBPL, notwithstanding the fact that the value of all transactions entered into in Financial Year 2015-16 in the aggregate exceeds or may exceed 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 presently in force and entered into between the Company and RBPL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify, confirm and accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

2. To approve the related party transactions entered into with Rath Brothers Poona Limited (“RBPL”) from 19th December, 2015 onwards and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby approve all material transactions of the Company to be entered into hereinafter from 19th December 2015 with Rath Brothers Poona Limited (“RBPL”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products, being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBPL, notwithstanding the fact that the value of all transactions entered into in a financial year in the aggregate exceeds 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015 or exceeds 10% of the annual consolidated turnover of the Company for any future financial years or any materiality threshold as may be specified from time to time under the “Listing Regulations” or any amendment or re-enactment thereof.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBPL presently in force and entered into between the Company and RBPL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transactions with RBPL do mandate that the terms and conditions of the Selling Agency Agreement shall not be more beneficial to RBPL as compared to other selling agents and should always comply with arms’ length principle.

RESOLVED FURTHER THAT the approval of RBPL as selling agent of the Company shall equally extend and be applicable and effective to RBPL as it may stand constituted or as it may stand reconstituted from time to time on account of merger, amalgamation, succession or otherwise.

RESOLVED FURTHER THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, for carrying out and/or continuing with selling agency services and/or arrangements with RBPL, being a material

related party within the meaning of the “Listing Regulations”, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts and/or arrangements or otherwise or as may be mutually agreed upon from time to time upon the consideration or commission agreed upon or as may be agreed upon from time to time and any other transactions for the relevant period, notwithstanding the fact that all these transactions continue to be termed as material related party transaction(s) in terms of the “Listing Regulations” or any materiality threshold as may be specified from time to time under the “Listing Regulations”.

RESOLVED FURTHER THAT the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

3. To ratify, confirm and approve the related party transactions entered into with Rathi Brothers Delhi Limited (“RBDL”) from 2nd September 2015 until 18th December 2015, being the date of the Extra Ordinary General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, Members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby ratify, confirm and approve all material transactions of the Company entered into from 2nd September 2015 (being the effective date of Regulation 23(8) of the “Listing Regulations”) until the date of the Extra Ordinary General Meeting, being 18th December 2015 with Rathi Brothers Delhi Limited (“RBDL”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the selling agency agreement between the Company and RBDL, notwithstanding the fact that the value of all transactions entered into in Financial Year 2015-16 in the aggregate exceeds or may exceed 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 presently in force and entered into between the Company and RBDL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify, confirm and accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

4. To approve the related party transactions entered into with Rath Brothers Delhi Limited (“RBDL”) from 19th December, 2015 onwards and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT, pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby approve all material transactions of the Company to be entered into hereinafter from 19th December 2015 with Rath Brothers Delhi Limited (“RBDL”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products, being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBDL, notwithstanding the fact that the value of all transactions entered into in a financial year in the aggregate exceeds 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015 or exceeds 10% of the annual consolidated turnover of the Company for any future financial years or any materiality threshold as may be specified from time to time under the “Listing Regulations” or any amendment or re-enactment thereof.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBDL presently in force and entered into between the Company and RBDL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transactions with RBDL do mandate that the terms and conditions of the Selling Agency Agreement shall not be more beneficial to RBDL as compared to other selling agents and should always comply with arms’ length principle.

RESOLVED FURTHER THAT the approval of RBDL as selling agent of the Company shall equally extend and be applicable and effective to RBDL as it may stand constituted or as it may stand reconstituted from time to time on account of merger, amalgamation, succession or otherwise.

RESOLVED FURTHER THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, for carrying out and/or continuing with selling agency services and/or arrangements with RBDL, being a material related party within the meaning of the “Listing Regulations”, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts and/or arrangements or otherwise or as may be mutually agreed upon from time to time upon the consideration or commission agreed upon or as may be agreed upon from time to time and any other transactions for the relevant period, notwithstanding the fact that all these transactions continue to be termed as material related party transaction(s) in terms of the “Listing Regulations” or any materiality threshold as may be specified from time to time under the “Listing Regulations”.

RESOLVED FURTHER THAT the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

- 5. To ratify, confirm and approve the related party transactions entered into with Rath Brothers Calcutta Limited (“RBCL”) from 2nd September 2015 until 18th December 2015, being the date of the Extra Ordinary General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, Members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby ratify, confirm and approve all material transactions of the Company entered into from 2nd September 2015 (being the effective date of Regulation 23(8) of the “Listing Regulations”) until the date of the Extra Ordinary General Meeting, being 18th December 2015 with Rath Brothers Calcutta Limited (“RBCL”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the selling agency agreement between the Company and RBCL, notwithstanding the fact that the value of all transactions entered into in Financial Year 2015-16 in the aggregate exceeds or may exceed 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 presently in force and entered into between the Company and RBCL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify, confirm and accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

- 6. To approve the related party transactions entered into with Rath Brothers Calcutta Limited (“RBCL”) from 19th December, 2015 onwards and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT, pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including

any re-enactment, modification, amendment thereof, the members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby approve all material transactions of the Company to be entered into hereinafter from 19th December 2015 with Rathi Brothers Calcutta Limited ("RBCL") a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products, being a material related party falling within the Explanation to Regulation 23(1) of the "Listing Regulations" for the commission or consideration agreed upon and recorded in the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBCL, notwithstanding the fact that the value of all transactions entered into in a financial year in the aggregate exceeds 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015 or exceeds 10% of the annual consolidated turnover of the Company for any future financial years or any materiality threshold as may be specified from time to time under the "Listing Regulations" or any amendment or re-enactment thereof.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBCL presently in force and entered into between the Company and RBCL, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transactions with RBCL do mandate that the terms and conditions of the Selling Agency Agreement shall not be more beneficial to RBCL as compared to other selling agents and should always comply with arms' length principle .

RESOLVED FURTHER THAT the approval of RBCL as selling agent of the Company shall equally extend and be applicable and effective to RBCL as it may stand constituted or as it may stand reconstituted from time to time on account of merger, amalgamation, succession or otherwise.

RESOLVED FURTHER THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable provisions, including any re-enactment, modification, amendment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the "Board", for carrying out and/or continuing with selling agency services and/or arrangements with RBCL, being a material related party within the meaning of the "Listing Regulations", whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts and/or arrangements or otherwise or as may be mutually agreed upon from time to time upon the consideration or commission agreed upon or as may be agreed upon from time to time and any other transactions for the relevant period, notwithstanding the fact that all these transactions continue to be termed as material related party transaction(s) in terms of the "Listing Regulations" or any materiality threshold as may be specified from time to time under the "Listing Regulations".

RESOLVED FURTHER THAT the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

- 7. To ratify, confirm and approve the related party transactions entered into with Rathi Brothers Madras Limited (“RBML”) from 2nd September 2015 until 18th December 2015, being the date of the Extra Ordinary General Meeting and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, Members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby ratify, confirm and approve all material transactions of the Company entered into from 2nd September 2015 (being the effective date of Regulation 23(8) of the “Listing Regulations”) until the date of the Extra Ordinary General Meeting, being 18th December 2015 with Rathi Brothers Madras Limited (“RBML”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently for its pigment products being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the selling agency agreement between the Company and RBML, notwithstanding the fact that the value of all transactions entered into in Financial Year 2015-16 in the aggregate exceeds or may exceed 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 presently in force and entered into between the Company and RBML, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the Members of the Company do hereby ratify, confirm and accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

- 8. To approve the related party transactions entered into with Rathi Brothers Madras Limited (“RBML”) from 19th December, 2015 onwards and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

RESOLVED THAT, pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the members of the Company considering the recommendation of the Audit Committee and the approval of the Non Interested Directors on Board of the Directors of the Company do hereby approve all material transactions of the Company to be entered into hereinafter from 19th December 2015 with Rathi Brothers Madras Limited (“RBML”) a Public Limited Company incorporated under the Companies Act, 1956, acting as selling agent of the Company, presently

for its pigment products, being a material related party falling within the Explanation to Regulation 23(1) of the “Listing Regulations” for the commission or consideration agreed upon and recorded in the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBML, notwithstanding the fact that the value of all transactions entered into in a financial year in the aggregate exceeds 10 % of the annual consolidated turnover of the Company for the year ended 31st March 2015 or exceeds 10% of the annual consolidated turnover of the Company for any future financial years or any materiality threshold as may be specified from time to time under the “Listing Regulations” or any amendment or re-enactment thereof.

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the Selling Agency Agreement dated 23rd May, 2014 between the Company and RBML presently in force and entered into between the Company and RBML, a copy of which is submitted to this meeting and initialed by Mr. S.N. Inamdar, Audit Committee Chairman and Lead Independent Director.

RESOLVED FURTHER THAT the members while granting approval for the aforesaid related party transactions with RBML do mandate that the terms and conditions of the Selling Agency Agreement shall not be more beneficial to RBML as compared to other selling agents and should always comply with arms’ length principle .

RESOLVED FURTHER THAT the approval of RBML as selling agent of the Company shall equally extend and be applicable and effective to RBML as it may stand constituted or as it may stand reconstituted from time to time on account of merger, amalgamation, succession or otherwise.

RESOLVED FURTHER THAT pursuant to Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable provisions, including any re-enactment, modification, amendment thereof, the Members of the Company do hereby ratify as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board”, for carrying out and/or continuing with selling agency services and/or arrangements with RBML, being a material related party within the meaning of the “Listing Regulations”, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts and/or arrangements or otherwise or as may be mutually agreed upon from time to time upon the consideration or commission agreed upon or as may be agreed upon from time to time and any other transactions for the relevant period, notwithstanding the fact that all these transactions continue to be termed as material related party transaction(s) in terms of the “Listing Regulations” or any materiality threshold as may be specified from time to time under the “Listing Regulations”.

RESOLVED FURTHER THAT the Members of the Company do hereby accord approval to the Board of Directors of the Company to sign and execute all such documents, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company to give effect to this resolution.

NOTES:

(1) (a) 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.

(b) 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.

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

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

(i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2015 and Clause 35 of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through remote e-Voting Services provided by National Securities Depository Limited (NSDL). E-voting is optional.

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

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

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

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

1. Open email and open PDF file viz. **“SUDARSHAN e-Voting.pdf”** with your Folio no. / Client ID as **password**. The said PDF file contains your User ID and password/PIN for e-voting. Please note that the password is an initial password.
2. Open Internet browser and type URL viz. <https://www.evoting.nsdl.com>

3. Click on Shareholder-Login
4. Insert 'USER ID' and 'Initial Password' as noted in Step 1 above and click 'Login'.
5. The Password Change Menu will appear on your screen. Change to a new Password of your choice making sure that, it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your Password confidential and not to share the same with any other person.
6. Once e-Voting home page opens, Click on e-Voting > Active Voting Cycles.
7. Select the EVEN (E-Voting Event Number) of Sudarshan Chemical Industries Limited.
8. Now you are ready for remote e-voting as 'the Cast Vote' page opens.
9. Cast your vote by selecting appropriate option and click Submit and also Confirm when prompted.
10. Upon confirmation, the message 'Vote cast successfully' will be displayed. Please note that once your vote is cast on selected resolution, it cannot be modified.
11. Institutional shareholders (i.e. members other than individuals, HUF, NRIs etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature(s) of the duly authorized signatory[ies] who are authorized to vote, to the Scrutinizer through email at karunakaran2004@yahoo.com with a copy marked to evoting@nsdl.co.in

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

1. Initial password will be provided separately:
EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
 2. Please follow all steps from Sr. No.(2) to (11) above, to cast vote.
- I. In case of any queries, you may refer the Frequently Asked Questions (FAQ) for members and remote e-voting user manual for members available on the website www.evoting.nsdl.com under the 'Downloads section'. You can also contact NSDL via email at evoting@nsdl.co.in.
 - II. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for casting your vote.
 - III. You can also update your mobile number and e-mail ID in the user profile details of the Folio, which may be used for sending future communication(s).
 - IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 13/11/2015. Those shareholders who acquire shares after 13/11/2015 and who continue to hold the shares as on the date of the EGM will be entitled to vote by poll only at the venue of the EGM.
 - V. The notice of the EGM being sent to all members who are holding shares as on 13/11/2015.

- VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11/12/2015, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or pune.linkintime.co.in

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

- VII. **The e-voting period commences on Tuesday, 15/12/2015 (9:00 AM) and ends on Thursday, 17/12/2015 (5:00 PM).** During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11/12/2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- VIII. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Poll/Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting done through Poll/Ballot Form shall be treated as invalid.
- IX. Rajesh Karunakaran, Practicing Company Secretary, Pune, (Membership No. FCS 7441 & CP No. 6581) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- X. The Scrutinizer shall within a period not later than three (3) days from the conclusion of the EGM unblock 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 of or against, if any, forthwith to the Chairman of the Company.
- XI. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.sudarshan.com and on the website of NSDL www.nsdl.co.in immediately after the result is declared by the Chairman and forthwith communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.
- (3) 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 Notice convening the Extra Ordinary General Meeting in electronic form, to the e-mail address registered by Members with the Company .

- (4) 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 official documents electronically in the near future.

E-mail for Communication – **shares@sudarshan.com** Members are also informed that the Notice of the Extra Ordinary General Meeting shall also be made available on Company's website, www.sudarshan.com. Notwithstanding the electronic communication, in case you wish to receive the Notice mentioned above in physical form, please write to us at shares@sudarshan.com.

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

Place : Pune
Date : 31st October, 2015

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 Nos. 1 to 8 of the Notice:

The Company had earlier approached Members under the revised provisions of Clause 49 of the Listing Agreement, which came into effect from October 1, 2014, for prior approval by way of Special Resolution for material related party transactions to be entered into with Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited. The Members of the Company after due consideration had granted approval in the Annual General Meeting held on 9th August, 2014 to enter into material related party transactions with Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited on the terms and conditions mentioned in the Selling Agency Agreements dated 23rd May 2014.

Under Regulation 23(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 “Listing Regulations”, all existing material related party transactions or arrangements entered into prior to the date of notification of the “Listing Regulations” and which may continue beyond 2nd September 2015 shall be placed for approval of the shareholders in the first general meeting subsequent to notification of the “Listing Regulations”. Explanation to Regulation 23 (1) of the “Listing Regulations” provides inter-alia that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per last audited financial statements of the Listed entity.

All the four entities namely, Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited are expected to procure orders in F.Y. 2015-16 of an amount exceeding ten percent of the annual consolidated turnover of the Company as per last audited financial statements of the Company for the year ended 31st March 2015 and thereby individually, collectively attract the threshold of material related party transactions as given in Explanation to Regulation 23(1) of the “Listing Regulations”.

All the four entities namely, Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited are associated with the Company as Selling Agents for more than four decades and know the market dynamics of the pigment market in India. The services rendered by these entities can be summarized as follows:

- a. recommending the right product
- b. solving technical issues of customers
- c. engaging in market research and surveys
- d. competition analysis
- e. reviewing and informing credit rating of customers.
- f. follow up on payments

Members are hereby informed that the services rendered by aforesaid four entities as selling agents are absolutely critical considering the technicalities involved, the complex nature of the pigment products, and among others, the trust generated amongst customers. The Selling Agency arrangements are mutually beneficial, encompasses the strengths of both the contracting parties thereby adding substantial value to the pigment customers, shareholders and other stakeholders of the Company.

The Audit Committee of the Board of Directors of the Company has in its meeting held on 31st October 2015 after due consideration and after satisfying itself that the transactions already entered into qualify/shall qualify to be called as arm's length transaction has granted prior approval to the continuation of the material related party transactions with the four entities.

The Board of Directors of the Company at its meeting held on 31st October, 2015, on the recommendation of the Audit Committee and after due consideration, have subject to the approval of the Members of the Company, granted approval for the continuation of the material related party transactions with the four entities namely, Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited effective from 2nd September 2015 on the terms and conditions recorded in the respective Selling Agency Agreements.

The Company now proposes to obtain approval of the members for ratifying as also for giving approval to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee duly constituted/empowered by the Board from time to time to exercise its powers conferred by the said resolution) for carrying out and/or continuing with transactions with Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited, being material related parties within the meaning of the Regulation 23(1) of the "Listing Regulations", whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/transactions or otherwise including selling agency services of any other products of the Company for a consideration or commission as follows:

Sr. No.	Name of the Selling Agent	Product	Rate of Commission as a percentage on orders procured
1.	Rathi Brothers Poona Limited	Organic Pigments Inorganic Pigments Organic Cheaper Inorganic Cheaper	3% 3% 3% 3%
2.	Rathi Brothers Delhi Limited	Organic Pigments Inorganic Pigments Organic Cheaper Inorganic Cheaper	3% 3% 3% 3%
3.	Rathi Brothers Calcutta Limited	Organic Pigments Inorganic Pigments Organic Cheaper Inorganic Cheaper	3% 3% 3% 3%
4.	Rathi Brothers Madras Limited	Organic Pigments Inorganic Pigments Organic Cheaper Inorganic Cheaper	3% 3% 3% 3%

or for such consideration as may be agreed upon from time to time, notwithstanding the fact that all these transactions within the Financial Year 2015-16 or thereafter in aggregate may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or any materiality threshold for qualifying a transaction as material related party transaction as may be specified from time to time under the “Listing Regulations” .

All the four entities namely, Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited, are owned and controlled by the Promoters of the Company and hence the Directors representing the Promoter Group and their relatives and/or companies owned and controlled by them are interested in the entering into of material related party transactions. The Promoter Group members and Directors will not participate in the discussions and shall abstain from voting on the resolutions listed under Item Nos. 1 to 8. The Promoter Group hold among themselves 3,66,16,260 equity shares of Rs. 2/- each aggregating to 52.89% of the paid up equity capital of the Company .

The non interested Directors on Board of the Company accordingly, recommend passing of the resolutions contained in Item Nos. 1 to 8 of the accompanying Notice. None of the non interested Directors, Key Managerial Personnel and their relatives, are concerned / interested in passing of the above resolutions .

Copies of Selling Agency Agreements dated 23rd May 2014 entered into with Rathi Brothers Poona Limited, Rathi Brothers Delhi Limited, Rathi Brothers Calcutta Limited and Rathi Brothers Madras Limited which are currently in force are available for inspection by members during business hours on any working day until the date of the Extra Ordinary General Meeting and at the venue of the Extra Ordinary General Meeting.

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

Place : Pune
Date : 31st October, 2015

P.S.RAGHAVAN
COMPANY SECRETARY

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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

www.sudarshan.com

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 Extra Ordinary General Meeting of the Company, to be held on Friday, the 18th day of December, 2015 at 11.00 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 indicated on the reverse.

Sr. No.	Resolutions	Vote (Optional see Note 3)*		
		For	Against	Abstain
	Special Business			
1	To ratify, confirm and approve the related party transactions of the Company with Rath Brothers Poona Limited from 2 nd September 2015 until 18 th December 2015.			
2	To approve the related party transactions of the Company with Rath Brothers Poona Limited from 19 th December, 2015 onwards.			
3	To ratify, confirm and approve the related party transactions of the Company with Rath Brothers Delhi Limited from 2 nd September 2015 until 18 th December 2015.			
4	To approve the related party transactions of the Company with Rath Brothers Delhi Limited from 19 th December, 2015 onwards.			
5	To ratify, confirm and approve the related party transactions of the Company with Rath Brothers Calcutta Limited from 2 nd September 2015 until 18 th December 2015.			
6	To approve the related party transactions of the Company with Rath Brothers Calcutta Limited from 19 th December, 2015 onwards.			
7	To ratify, confirm and approve the related party transactions of the Company with Rath Brothers Madras Limited from 2 nd September 2015 until 18 th December 2015.			
8	To approve the related party transactions of the Company with Rath Brothers Madras Limited from 19 th December, 2015 onwards.			

Signed this _____ day of _____ 2015

Affix
Rs. 1/-
Revenue
Stamp

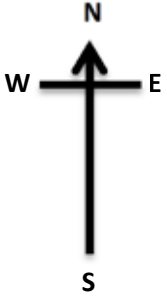
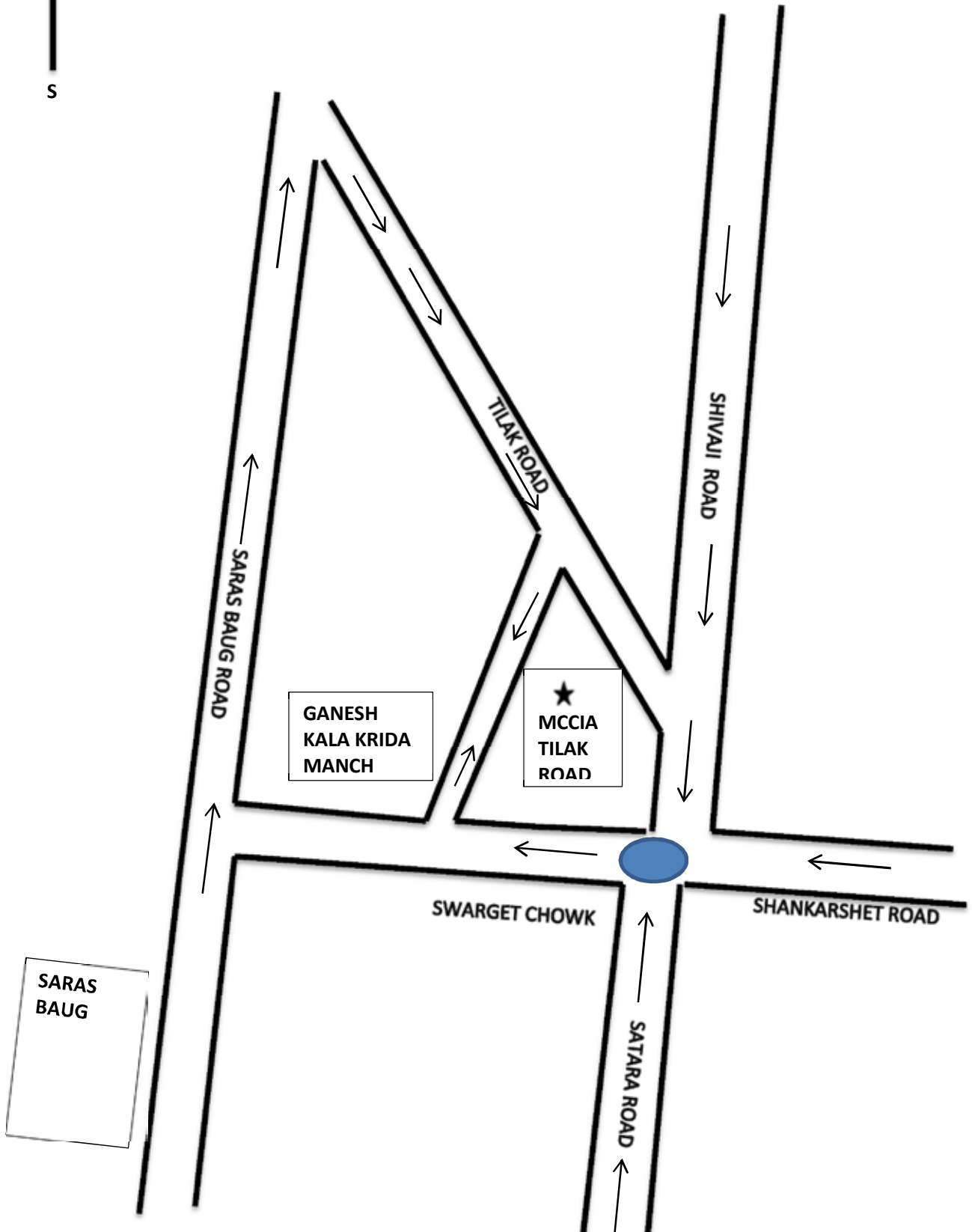
Signature of Shareholder

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 Extra Ordinary General Meeting.
3. *It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ROUTE MAP TO EOGM VENUE



SUDARSHAN

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

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