

# SUDAR

Industries Ltd.

September 27, 2014

Asst. General Manager  
Dept of Corp. Services,  
BSE Ltd.  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai: 400001.

Respected Sir/Madam,

**Script Code: 533332**

**Sub: Outcome of the Thirteenth Annual General Meeting held on Friday, September 26, 2014:**

With reference to the above captioned subject, we wish to inform your esteemed exchange that the Thirteenth Annual General Meeting of the Company held on Friday, September 26, 2014 at the Registered Office of the Company at Plot No. 27 & 29, Village Paud, Mazgaon Road, Khalapur Taluka, Raigad District, Maharashtra 410 222 at 10.00 a.m. and has passed the following resolutions with requisite majority for:

#### Ordinary Business

- 1) Adoption and Approval the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended as on that date along with Reports of the Directors' and Auditors' thereon.
- 2) Reappointment of Mr. M.G. Subramaniam as the Director of the Company.
- 3) Appointment of M/s. Suresh Hegde & Co., and M/s. Mukesh Mehta & Associates, Chartered Accountants, as Joint Statutory Auditors of the Company.

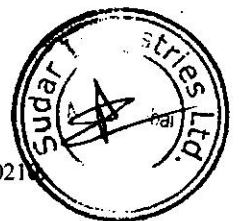
#### Special Business

- 4) Appointment of Mr. Anand Kadam as Independent Director of the Company.

Corporate Office : The Landmark, 901-906, 9th floor, Sector 7, Plot no. 26A, Kharghar, Navi Mumbai 410210  
Tel.: 022- 65300991/92/93/94 • Fax : 022-27746310 • Email : info@sudarindustries.com

Baroda Factory : S. No. 444. ECPL Road, Luna Village, Tal. Padra, Dist. Vadodara.  
Tel.: 02662-244277/244278 • Fax: 02662-244279

Registered Office & Khalapur Factory : Plot No. 27 & 29, Village Paud, Mazgaon Road, Khalapur - Taluka, Raigad District, Maharashtra - 410 222.  
Tel.: 02192-276020 • Email : factory@sudarindustries.com



# SUDAR

Industries Ltd.

- 5) Appointment of Mr. Satish Shenoy as Independent Director of the Company.
- 6) Authorize the Board to create mortgage/ charge for a sum not exceeding Rs. 1500 Crore.
- 7) Authorize the Board to borrow monies for a sum not exceeding Rs. 1500 Crore.
- 8) Alteration in the Articles of Association of the Company for adoption of Table F as per Companies Act, 2013.

The summary of voting results and Scrutinizers report on e-voting and poll are enclosed herewith.

Thanking You,

Yours Faithfully,

FOR: SUDAR INDUSTRIES LIMITED



**ANURAG PANDYA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



Encl: **Voting Summary**

**Scrutinizer report on Evoting and poll.**

*Corporate Office* : The Landmark, 901-906, 9th floor, Sector 7, Plot no. 26A, Kharghar, Navi Mumbai 410210.  
Tel.: 022- 65300991/92/93/94 • Fax : 022-27746310 • Email : info@sudarindustries.com

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Tel.: 02192-276020 • Email : factory@sudarindustries.com

**VOTING RESULTS 13<sup>TH</sup> ANNUAL GENERAL MEETING DATED SEPTEMBER 26, 2014**

DATE OF AGM : SEPTEMBER 26, 2014

TOTAL NO. OF SHAREHOLDERS ON RECORD DATE : 3040

No. of shareholders present in meeting either in person or through proxy	
Promoter & Promoter Group	1
Public	18
<b>Total</b>	<b>19</b>

**AGENDA WISE**

<b>DETAIL OF AGENDA</b>	
RESOLUTION (S) REQUIRED (ORDINARY/SPECIAL)	DETAILS ENCLOSED
MODE OF VOTING (SHOW OF HANDS/POLL/POSTAL BALLOT/E-VOTING)	POLL AND E-VOTING

**RESOLUTION (S) REQUIRED**

S. NO.	RESOLUTIONS	TYPE OF RESOLUTION
1.	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2014 TOGETHER WITH THE DIRECTORS' REPORT AND AUDITORS' REPORT THEREON.	ORDINARY
2.	TO APPOINT A DIRECTOR IN PLACE OF MR. M.G. SUBRAMANIAM, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT	ORDINARY
3.	TO RE APPOINTMENT OF AUDITORS	ORDINARY
4.	APPOINTMENT OF MR. ANAND KADAM AS AN INDEPENDENT DIRECTOR	ORDINARY
5.	APPOINTMENT OF MR. SATISH SHENOY AS AN INDEPENDENT DIRECTOR	ORDINARY
6.	SPECIAL RESOLUTION TO AUTHORIZE THE BOARD TO CREATE MORTGAGE/CHARGE FOR A SUM NOT EXCEEDING RS.1500.00 CRORES	SPECIAL



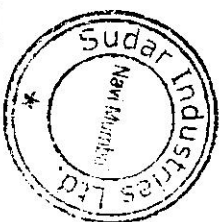
7.	SPECIAL RESOLUTION TO AUTHORIZE THE BOARD TO BORROW MONIES UPTO A SUM NOT EXCEEDING RS.1500.00 CRORES	SPECIAL
8.	SPECIAL RESOLUTION FOR ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY FOR ADOPTION OF TABLE F AS PER COMPANIES ACT, 2013.	SPECIAL

**VOTING SUMMARY**

RESOLUTION NO.	TOTAL VOTES THROUGH EVOTING	TOTAL VOTES THROUGH POLL	TOTAL NO. OF VOTES IN FAVOUR	%	TOTAL NO. OF VOTES IN AGAINST	%	CONSOLIDATED VOTES IN FAVOUR	%	CONSOLIDATED VOTES IN AGAINST	%
1.	7827946	60485	7888431	100	-	-	7889356	100	-	-
2	7827946	60485	7888431	100	-	-	7889356	100	-	-
3	7827946	60485	7888431	100	-	-	7889356	100	-	-
4	7827946	60485	7888431	100	-	-	7889356	100	-	-
5	7827946	60485	7888431	100	-	-	7889356	100	-	-
6	7827946	60485	7888431	100	-	-	7889356	100	-	-
7	7827946	60485	7888431	100	-	-	7889356	100	-	-
8	7827946	60485	7888431	100	-	-	7889356	100	-	-

**FOR SUDAR INDUSTRIES LIMITED**

**ANURAG PANDYA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**





**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
**The Chairman,**  
**SUDAR INDUSTRIES LIMITED**  
**[CIN: L74999MH2002PLC134707]**  
Plot No.27 & 29, Village Paud,  
Mazgaon Road, Taluka: Khalapur  
Khalapur, Maharashtra: 410222.

**Ref: 13<sup>th</sup> Annual General Meeting of the Equity Shareholders of SUDAR INDUSTRIES LIMITED held on Friday, 26<sup>th</sup> September 2014 at 10.00 A.M. at Plot No.27 & 29, Village Paud, Mazgaon Road, Taluka: Khalapur, Maharashtra: 410222.**

Dear Sir,

I, Deep Shukla, being the Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 13<sup>th</sup> Annual General Meeting of the Equity Shareholders of **SUDAR INDUSTRIES LIMITED** held on Friday, 26<sup>th</sup> September 2014 at 10.00 A.M. at Plot No.27 & 29, Village Paud, Mazgaon Road, Taluka: Khalapur, Maharashtra: 410222, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~I/We did not find any poll papers invalid.~~

4. The result of the Poll is as under:



**Ordinary Business**

**Item No. 01**

**Type of Resolution : Ordinary**

To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss and notes thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30925



**Item No. 02**

**Type of Resolution : Ordinary**

Re-appointment of Mr. M. G. Subramaniam, who retires by rotation as being eligible offers himself for re-appointment.

**i. Voted in favour of the resolution:**

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>Percentage of total number of valid votes cast</b>
04	60485	100.00

**ii. Voted against the resolution:**

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>Percentage of total number of valid votes cast</b>
0	0	0

**iii. Invalid votes:**

<b>Total number of members (in person or by proxy) Whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
11	30925



**Item No. 03**

**Type of Resolution : Ordinary**

To appoint M/s. Suresh Hegde & Co. and M/s. Mukesh Mehta & Associates, Chartered Accountants, as the Statutory Auditors and to fix their remuneration.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30925





**Item No. 04**

**Type of Resolution : Ordinary**

Appointment of Mr. Anand Kadam as an Independent Director.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30000



**Item No. 05**

**Type of Resolution : Ordinary**

Appointment of Mr. Satish Shenoy as an Independent Director.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30000



**Item No. 06**

**Type of Resolution : Special**

To authorize the Board to create mortgage/charge for a sum not exceeding Rs.1500.00 crores.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30000



**Item No. 07**

**Type of Resolution : Special**

To authorize the Board to borrow monies upto a sum not exceeding Rs.1500.00 crores.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30000



**Item No. 08**

**Type of Resolution : Special**

Alteration in the Articles of Association of the Company for adoption of Table F as per Companies Act, 2013.

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
04	60485	100.00

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	Percentage of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
11	30000



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,



**Deep Shukla**  
**For: M/s. Deep Shukla & Associates**  
**Practicing Company Secretaries**  
**FCS : 5652, CP : 5364**

**Date: 27/09/2014**  
**Place: Mumbai**



To,  
The Chairman,  
SUDAR INDUSTRIES LIMITED  
[CIN: L74999MH2002PLC134707]  
Plot No.27 & 29, Village Paud,  
Mazgaon Road, Taluka: Khalapur  
Khalapur, Maharashtra: 410222.

Respected Sir,

**Sub.: Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.**

I, Deep Shukla, being the Proprietor of M/s. Deep Shukla & Associates, Practicing Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of **SUDAR INDUSTRIES LIMITED**, pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct electronic voting process in respect of the below mentioned resolutions, bearing items Nos. 01 to 08, to be passed at 13<sup>th</sup> Annual General Meeting of the Company to be held on Friday, September 26, 2014.

The Company has availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-Voting by the Shareholders of the Company.

The voting rights of members are in proportion to their shares of the paid up equity share capital of the Company as on 22<sup>nd</sup> August, 2014, being the cutoff date.

The period for e-Voting commenced on Saturday, September 20, 2014 (10:00 a.m.) and ends on Monday, September, 22, 2014 (6:00 p.m.). Thereafter, votes cast under e-Voting facility were unblocked on 23<sup>rd</sup> September, 2014, in the presence of two witnesses, who were not in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means based on data downloaded from the Central Depository Services (India) Limited (CDSL) [*website: [www.eVotingindia.co.in](http://www.eVotingindia.co.in)*] e-Voting system.



Based on above, I do and hereby submit my Report as under :

**Ordinary Business**

Item No. 01

**Type of Resolution : Ordinary**

To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss and notes thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.

**i. Votes in favour of the resolution**

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

**ii. Votes against the resolution**

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

**iii. Invalid Votes**

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0





Item No. 02

Type of Resolution : Ordinary

Re-appointment of Mr. M. G. Subramaniam, who retires by rotation as being eligible offers himself for re-appointment.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 03

Type of Resolution : Ordinary

To appoint M/s. Suresh Hegde & Co. and M/s. Mukesh Mehta & Associates, Chartered Accountants, as the Statutory Auditors and to fix their remuneration.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 04

Type of Resolution : Ordinary

Appointment of Mr. Anand Kadam as an Independent Director.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 05

Type of Resolution : Ordinary

Appointment of Mr. Satish Shenoy as an Independent Director.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 06

Type of Resolution : Special

To authorize the Board to create mortgage/charge for a sum not exceeding Rs.1500.00 crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 07

Type of Resolution : Special

To authorize the Board to borrow monies upto a sum not exceeding Rs.1500.00 crores.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



Item No. 08

Type of Resolution : Special

Alteration in the Articles of Association of the Company for adoption of Table F as per Companies Act, 2013.

i. Votes in favour of the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	3	7827946	100.00
Total Voting	3	7827946	100.00

ii. Votes against the resolution

Mode of Voting	Number of Members voted through electronic means and Ballot Form	Number of votes cast	Percentage of total number of valid votes cast
e-Voting	0	0	0.00
Total Voting	0	0	0.00

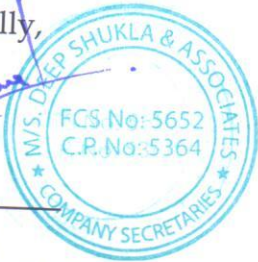
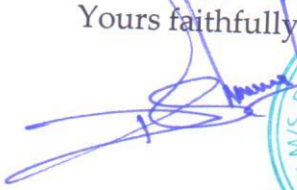
iii. Invalid Votes

Mode of Voting	Total number of Members whose votes were declared invalid	Total number of votes cast
e-Voting	0	0
Total	0	0



The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the said 13<sup>th</sup> Annual General Meeting and the same will be handed over to the Board of Directors for safe keeping.

Thanking you,  
Yours faithfully,



**Deep Shukla**  
**For: M/s. Deep Shukla & Associates**  
**Practicing Company Secretaries**  
**FCS : 5652, CP : 5364**

**Date: 24/09/2014**

**Place: Mumbai**