

29th September, 2014

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

**Listing Department
National Stock Exchange Of India
Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051**

Dear Sir,

Sub.: Clause 31(d) of the Listing Agreement.

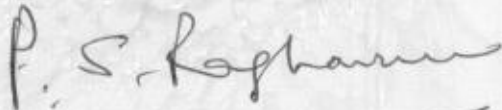
Please find enclosed the proceedings of the Extra-Ordinary General Meeting of the Company held on Friday, 19th September, 2014 at Pune.

Kindly take the above information on record.

Thank you.

Yours truly,

For Sudarshan Chemical Industries Limited



**P.S.Raghavan
Company Secretary**

Encl : As above.



SUDARSHAN CHEMICAL INDUSTRIES LIMITED

REGD.OFFICE: 162 WELLESLEY ROAD, PUNE – 411 001

**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE
COMPANY HELD ON FRIDAY, 19TH SEPTEMBER, 2014 AT 11.00 A.M. AT
162, WELLESLEY ROAD, PUNE-411 001.**

The Extra-Ordinary General Meeting of the Company was held on Friday, 19th September, 2014 at 11.00 a.m. at 162 Wellesley Road, Pune-411 001.

Following Directors / Members were present at the meeting:

1. Mr. K.L.Rathi, Chairman / Member
2. Mr. P. R. Rathi, Vice Chairman and Managing Director / Member
3. Mr. N. J. Rathi, Director / Member
4. Mr. R.B. Rathi, Dy. Managing Director / Member

In addition 51 Shareholders attended the meeting.

The Chairman ascertained the quorum and commenced the proceedings of the meeting at 11.00 A.M. The Chairman introduced the Directors and the Company Secretary to the shareholders.

The Chairman announced that the Company has received 29 Proxy Forms for 46,53,731 equity shares of Rs.10/- each i.e.67.22% of the total 6.92 million Equity Shares.

NOTICE OF THE MEETING

Some of the members proposed that the Notice be taken as read. All the members present agreed to this suggestion.

Thereafter, Mr. K.L.Rathi, Chairman explained to the members the purpose for convening the Extra-Ordinary General Meeting as read below:

Dear Shareholders,

Board of Directors in its meeting held on 9th August, 2014, approved the Sub-division of its equity shares (1 share of Rs. 10/- each to be divided into 5 shares of Rs. 2/- each) and also issue of bonus equity shares (ratio is 1:1). The Board has also decided to invite the Fixed Deposits from public and/or members of the Company.



This meeting is called to obtain approval of shareholders of the Company to the aforesaid proposals and other incidental matters, in term of the provisions of the Companies Act, 2013.

Thereafter, Chairman announced that in accordance with the provisions of Companies Act, 2013, the items of the notice are required to be transacted and passed by poll process. The Chairman further informed that Mr. Rajesh Karunakaran, Practicing Company Secretary has been appointed as the Scrutinizer to oversee the Poll process.

Chairman further announced that he will take the items mentioned in the Notice to pass the necessary resolutions and requested members to propose and second each of the resolutions. He further clarified that after all the resolutions are proposed and seconded, the resolutions will be put to vote together. Company officials will distribute ballot papers to the shareholders and guide them through the Ballot process.

After the above, following Special Business was transacted:

- 1. To Sub-divide the equity shares of the Company so that 1 equity share of Rs. 10/- each will be divided into 5 equity shares of Rs. 2/- each.**

Mr. Bhavesh Halpati, member, moved the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, and the provisions of the Memorandum and Articles of Association of the Company and subject to the compliance of regulations of the Securities and Exchange Board of India (SEBI), The Bombay Stock Exchange Limited (BSE), National Stock Exchange of India Limited (NSE) and such other Authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for sub-dividing the Equity Shares of the Company, including the Paid-up Shares, such that, each existing Equity share of nominal value of Rs. 10/- each be sub-divided into 5 (Five) Equity Shares of nominal value of Rs. 2/- each.

RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 5 (Five) Equity Shares of nominal value of Rs. 2/- (Rupees Two Only) each and consequently the Capital Clause of the Memorandum of Association and Articles of Association shall stand altered accordingly.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs. 10/- (Rupees



Ten Only) shall be deemed to have been automatically cancelled and be of no effect on and from the record date (to be decided by the Board of Directors / Committee of the Board) and the Company may without requiring the surrender of the old share certificates, directly dispatch the new share certificates of the Company, in lieu of such old share certificates and give proportionate credit of shares, wherever required.

RESOLVED FURTHER THAT provided that no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares after rounding off, if any, to the next whole number and the number of whole shares so arising shall be allotted to Mr. Sanjay K. Asher, Independent Director nominated by the Board as an Independent Trustee for those shareholders (hereinafter referred as "the Board" which term shall be deemed to include any Committee thereof) of the Company who shall dispose off the said whole shares and the proceeds of sale of such whole shares shall be distributed proportionately among the members who would otherwise be entitled to fractional entitlements.

RESOLVED FURTHER THAT the Executive Directors of the Company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division / Split of the face value of the equity shares as aforesaid or for any matters connected herewith or incidental hereto.

Mr. Pratik V. Ghodke, Member seconded the resolution.

2. To approve the issue of Bonus Shares in the ratio 1:1:

Mr. P. J. Bapat, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 or any amendment or reenactment thereof, the provisions of the Articles of Association of the Company and recommendation of the Board of Directors, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under and subject to the Guidelines issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions, as may be necessary from appropriate authorities, consent of Members, be



and is hereby accorded to the Board of Directors of the Company ("the Board") for capitalization of sum to the extent of Rs. 6,92,27,250/- standing to the credit of the General Reserves and Profit & Loss Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus Shares of Rs.2/- (Rupees Two) each, credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members or in the respective beneficiary account with their respective Depository Participants, on the 'Record Date' to be determined by the Board for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.2/- (Rupees Two) each for every 1 (One) fully paid-up Equity Share of Rs.2/- (Rupees Two) each held by them on the record date and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company held by each such member, and not as income.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank paripassu in all respects including dividend with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares but in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT no fractional entitlement shall be allotted to the Members and all fractional entitlements remaining after allotment of Bonus Shares as aforesaid shall be consolidated into fully paid up bonus shares, rounded off, if any, to the next whole number, and shall be allotted to Mr. Sanjay K.Asher, Independent Director nominated by the Board as an Independent Trustee for those shareholders who are entitled to fractional entitlements of bonus shares and the said Trustee shall sell the same at the then prevailing market price through the stock exchange and pay to the Company net sale proceeds for distribution to the members in proportion to their fractional entitlements.



RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs), Foreign Body Corporate/s and other foreign investors and / or distribution of net sale proceeds in respect of fractions to which such Members may be entitled shall be subject to the compliance under the applicable regulations under the Foreign Exchange Management Act, 1999 as administered by Reserve Bank of India and Income Tax Act, 1961, if required.

RESOLVED FURTHER THAT the Executive Directors of the Company be and are hereby jointly/severally authorized to do, perform and execute all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the record date as per the requirement of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, and/or any other relevant statutory authority, and to settle any question or difficulty that may arise with regard or for any matters connected herewith or incidental hereto.

Mr. Bhavesh H. Halpati, Member seconded the resolution.

3.To alter the Memorandum of Association of the Company:

Mr.Amod Deshpande, Member moved the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, the Memorandum of Association of the Company be and is hereby altered as follows:

That the existing Clause V of the Memorandum of Association of the Company be substituted by following Clause as Clause V:

V. (A) "The Authorised Share Capital of the company" is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only)divided into 7,50,00,000 (Seven Crore Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two Only) each, with the rights, privileges and conditions attaching thereto as are provided by the regulation of the company for the time being, with power to increase and reduce the capital of Company and to divide the share capital into several classes and to attach thereto respective such preferential, deferred, qualified of special rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

V. (B) " The minimum paid up capital of the company shall be Rs.5,00,000/- (Rupees Five Lac Only)." RESOLVED FURTHER THAT The Executive Directors and / or Company Secretary of the Company be and is hereby authorised to do all



Handwritten initials or signature.

such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to do such other acts as may be required.

Mr. G.A.Salkar, Member seconded the resolution.

4. To alter the Articles of Association of the Company:

Mr.P.J.Bapat, Member moved the following resolution as Special Resolution:

RESOLVED THAT pursuant to the provision of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, the Article of Association of the Company be and is hereby substituted as follows:

That the existing Article 4 of the Article of Association of the Company shall be substituted by the following Article as Article 4:

“The Authorised Share Capital of the Company shall be such as given in the Clause V of the Memorandum of Association or altered, from time to time, thereat. The Company shall have power to increase consolidate, subdivide, reduce or otherwise alter its share Capital, subject to the provisions of the Act.”

RESOLVED FURTHER THAT the Executive Directors and / or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings and to file necessary forms to respective authorities as may be required in the said connection and to do such other acts as may be required.

Mr. Bhavesh Halpati, Member seconded the resolution.

5. To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2015:

Mr.D.B.Patil, Member moved the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount not exceeding Rs. 2,20,000/- (Rupees Two Lacs



Twenty Thousand Only) as remuneration to M/s. ParkhiLimaye& Co., Cost Accountants in practice (Registration No. 191), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for “ Pigments “ products and “ Insecticides ” products for the Financial Year ending March 31, 2015.

RESOLVED FURTHER THAT the Executive Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Mr. G.A.Salkar, Member seconded the resolution.

6. To Invite/Accept/Renew Fixed Deposits from time to time from the public and the members of the Company:

Mr.P.V.Ghodke, Member moved the following resolution as Special Resolution:

RESOLVED that pursuant to the provisions of sections 73, 76 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Acceptance of Deposits) Rules, 2014 (“the Rules”) including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be accorded to the Company to invite/accept/renew from time to time unsecured Deposits from the public and/or Members of the Company upto the permissible limits as prescribed under the Act, read with relevant Rules.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of Directors of the Company be authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such invitation/acceptance/renewal of Deposits by the Company and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

Mr. P.J.Bapat, Member seconded the resolution.

7. To substitute the existing Articles of Association conforming to the provisions of the Companies Act, 2013:

Mr.B.G.Abhyankar, Member moved the following resolution as an Ordinary Resolution.



RESOLVED THAT consequent to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new set of the Articles of Association of the Company in the form and manner as per the draft Articles of Association placed before the meeting be and is hereby approved and adopted and the same shall be in substitution for, and to the entire exclusion of the existing set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Executive Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution.

Mr. D.B.Patil, Member seconded the resolution.

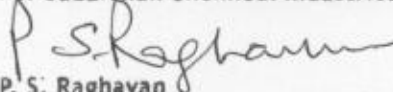
Chairman requested members to cast their votes through the Ballot Paper provided and put the same in the Ballot Box after filling in all details.

Mr. P.S.Raghavan, Company Secretary, guided members through the polling process.

After Completion of polling process, Chairman announced that the result of the voting will be declared after the Meeting. 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 in 2 days of passing of the resolutions at the Extra-Ordinary General Meeting of the Company on 19th September, 2014 and communicated to BSE and NSE.

Chairman then announced that the meeting is concluded and invited members to join for Tea and Snacks.

For Sudarshan Chemical Industries Ltd.


P. S. Raghavan
Company Secretary

