

Proceedings of the 74th Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN: L15321 PB1944 PLC001925), held on Wednesday, the 8th day of August, 2018 at 10.00 A.M. at Regd. Office of the Company at Sarai Road, Phagwara.

PRESENT

Sh. S C Jindal : Independent Director and Chairman
Sh. V P Kapahi : Independent Director & Chairman of Audit Committee
Sh. Naresh Sardana : Non Executive Director
Sh. I.K Sardana : Managing Director
Sh. K K Sardana : Jt. Managing Director
Sh. M G Sharma : Executive Director (Fin) & CFO

In addition to the above, 29 more shareholders were present in person making total attendance of shareholders to 35.

IN ATTENDANCE

Sh. Aman Setia : Vice President (Finance) & Company Secretary

BY INVITATION

CA Amit Chadha : For Statutory Auditors
CS Parminder Singh : Company Secretary for/as 'Scrutinizer'
Rally

Shri S. C. Jindal, took the chair as Chairman of the meeting and ascertaining that the quorum for the meeting was present, the meeting was called to order.

It was announced that Register of Directors and Key Managerial Personnel along with their shareholding under section 170 and Register of contracts under section 189 of the Companies Act, 2013 are kept open and accessible during the continuance of the meeting.

The Managing Director on behalf of the Chairman briefed the shareholders about the working of the Company during the year 2017-18.

With the permission of the chair, the Notice conveying the Annual General Meeting along with the Independent Auditor's Report was read.

It was further informed to the members:-

- That in compliance with the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had also provided E-voting facility to the shareholders to enable them to vote on all resolutions proposed in the notice of Annual General Meeting for which services of NSDL were utilized.
- That Sh. Parminder Singh Rally, Practicing Company Secretary was appointed as 'Scrutinizer' for conducting the E-voting and ballot process in fair and transparent manner.
- That the members present in the meeting, who have not casted their votes through E-voting, may cast their vote through ballot forms during Annual General Meeting.

The ballot forms were distributed amongst the shareholders present in the meeting. The Chairman then requested the members present to cast their votes and announced that the combined result shall be declared on Thursday 10th August, 2018 at 11.00 A.M at registered



office of the Company at Sarai Road, Phagwara-144401 and same would also be uploaded on the Company's website.

The voting commenced thereafter. The Scrutinizer concluded the voting after all the eligible members casted their votes.

There being no other business to transact, the meeting ended with vote of thanks to the chair.

VOTING RESULT OF RESOLUTIONS PROPOSED IN THE ANNUAL GENERAL MEETING

The Scrutinizer, Mr. Parminder Singh Rally, Practicing Company Secretary submitted his report on 10th August, 2018 and same was acknowledged as result of the Annual General Meeting. This is the combined report on the basis of votes casted by members electronically i.e E-voting (for which services of NSDL was utilized) and voting through ballot during the Annual General Meeting on all items of Notice of AGM dated 30.05.2018. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 74th Annual General Meeting of the Company held on Wednesday, the 08th day of August, 2018:-

(a) Ordinary RESOLUTION I:- Item (1) of the Notice to AGM dated May 30, 2018

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2018.

The first item of the agenda was read and considered and Sh. Charanjit Singh proposed and Sh. Bal Krishan Ghai seconded and thereafter the resolution was adopted/ passed as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	912	3228594	3229506	100%
Dissent	0	0	0	0%
Total	912	3228594	3229506	100%

Hence, the resolution was passed with a total of 3229506 valid assenting votes.

(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 30, 2018

To declare dividend on the Equity Shares for the year ended 31.03.2018.

The second item of the agenda was read and considered and Sh. Ashok Jalota proposed and Sh. Kuldip Singh Saggi seconded and thereafter the resolution was adopted/ passed as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	912	3228594	3229506	100%
Dissent	0	0	0	0%
Total	912	3228594	3229506	100%

Hence, the resolution was passed with a total of 3229506 valid assenting votes and dividend was declared @ Rs.6.5/- per equity share of Face value Rs. 10/- each.



(c) Ordinary RESOLUTION III:- Item (3) of the Notice to AGM dated May 30, 2018

To appoint Director in place of Smt. Ravi Chowdhry (DIN: 07082698), who retires by rotation and being eligible, offers herself for re-appointment.

The third item of the agenda was read and considered and Sh. M.P Sardana proposed and Sh. Vipin Chander Sharma seconded and thereafter the resolution was adopted/ passed as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	912	2075911	2076823	100%
Dissent	0	0	0	0%
Total	912	2075911	2076823	100%

Sh. I.K Sardana and Sh. K.K Sardana, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2076823 valid assenting votes.

(d) Ordinary RESOLUTION IV:- Item (4) of the Notice to AGM dated May 30, 2018

To ratify the appointment of Auditors for a further period of 1 year i.e. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting as per the provisions of Companies Act, 2013 and to fix their remuneration.

The fourth item of the agenda was read and considered and Sh. Sunil Dutt Sudhir proposed and Sh. Vijay Kumar Ghai seconded and thereafter the resolution was adopted/ passed as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	745	3228594	3229339	99.99%
Dissent	150	0	150	0.001%
Total	895	3228594	3229339	100%

Hence, the resolution was passed with a total of 3229339 valid assenting votes.

(e) Special RESOLUTION I:- Item (5) of the Notice to AGM dated May 30, 2018

To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution: -

“RESOLVED THAT pursuant to the provisions of Section 196, 197 read with the Schedule V and other applicable provisions, if any, of The Companies Act, 2013, the consent of the members be and is hereby granted to the re-appointment of Shri I. K. Sardana as the Managing Director of the Company with effect from 1st July, 2018 on the terms & conditions including remuneration as are set out in the Explanatory Statement annexed hereto with the liberty to the Board of Directors to alter and vary and / or modify the terms & conditions of the re-appointment including remuneration, commission etc. payable to Shri I. K. Sardana within the limits specified in Schedule V to The Companies Act, 2013 and / or any amendment thereto as may be made by the Central Government from time to time and as may be agreed between the Board of Directors and Shri I. K. Sardana.”

The fifth item of the agenda was read and considered and Sh. V.K Suri proposed and Sh. Anil Jalota seconded and thereafter the resolution was adopted/ passed as under:



Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	912	1056913	1057825	100%
Dissent	0	0	0	0
Total	912	1056913	1057825	100%

Sh. I.K Sardana, Sh. K.K Sardana, Sh. Dhiraj Sardana, Sh. Pankaj Sardana, Smt. Manjoo Sardana, Smt. Nidhi Sardana and Smt. Divya Sardana being interested in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 1057825 valid assenting votes.

(f) Special BUSINESS II:- Item (6) of the Notice to AGM dated May 30, 2018

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2019, by passing with or without modification(s) the following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration fixed by the Board of Directors payable to the Cost Auditors for conducting the audit of cost records of the Company for the financial year ending March 31, 2019, be and is hereby ratified.”

The sixth item of the agenda was read and considered and Sh. Vipin Chander Sharma proposed and Sh. Inderjeet seconded and thereafter the resolution was adopted/ passed as under

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	762	3228594	3229356	99.99%
Dissent	150	0	150	0.01%
Total	912	3228594	3229506	100%

Hence, the resolution was passed with a total of 3229356 valid assenting votes.

