

Proceedings of the 76th Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN: L15321 PB1944 PLC001925), held on Thursday, the 13th day of August, 2020 at 10.00 A.M. at Regd. Office of the Company at Sarai Road, Phagwara.

PRESENT

Smt. Manjoo Sardana : Non- Executive Chairperson
Sh. Ranbir Singh : Chairman of Audit Committee, Stakeholder & Relationship
Seehra : Committee and Nomination & Remuneration Committee
Sh. K K Sardana : Managing Director
Sh. M G Sharma : Executive Director (Fin) & CFO

In addition to the above, 31 more shareholders were present in person making total attendance of shareholders to 34.

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

Smt. Manjoo Sardana, took the chair as Chairperson of the meeting and ascertaining that the quorum for the meeting was present, the meeting was called to order.

It was announced that the Statutory Registers including the Register of Directors and Key Managerial Personnel along with their shareholding under section 170, Register of Members, and Register of Charges etc. maintained under the Companies Act, 2013 are kept open and accessible during the continuance of the meeting.

The Managing Director on behalf of the Chairperson briefed the shareholders about the working of the Company during the year 2019-20.

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 Chairperson then requested the members present to cast their votes on the agenda items and announced that the combined result shall be declared on Friday, 14th August, 2020 before or 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.

With the permission of the chair, the Notice of the Annual General Meeting along with the Independent Auditor's Report was read and item wise agenda/ proposed resolutions were taken up.

The voting commenced. The Scrutinizer concluded the voting after all the eligible members casted their votes on various agenda items/ resolutions.

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 today i.e on 14th August, 2020 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 12.06.2020. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 76th Annual General Meeting of the Company held on Thursday, the 13th day of August, 2020:-

(a) Ordinary BUSINESS I:- Item (1) of the Notice to AGM dated June 12, 2020

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2020.

The first item of the agenda was read and considered and Sh. Ramesh Jain proposed and Sh. Rahul Kakkar 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	27724	6651030	6678754	99.998%
Dissent	102	0	102	0.002%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678754 valid assenting votes.



(b) Ordinary BUSINESS II:- Item (2) of the Notice to AGM dated June 12, 2020

To declare dividend on Equity Shares for the year ended 31.03.2020.

The second item of the agenda was read and considered and Smt. Monika Jalota proposed and Sh. Rakesh Chawla 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	27804	6651030	6678834	99.999%
Dissent	22	0	22	0.001%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678834 valid assenting votes.

(c) Ordinary BUSINESS III:- Item (3) of the Notice to AGM dated June 12, 2020

To appoint Director in place of Sh. Kuldeep Krishan Sardana (DIN: 00398376) who retires by rotation and being eligible, offers himself for re-appointment.

The third item of the agenda was read and considered and Sh. Ashok Jalota proposed and Sh. Gautam Jain 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	27714	3301415	3329129	99.997%
Dissent	112	0	112	0.003%
Total	27826	3301415	3329241	100%

Sh. K.K Sardana, Sh. Bhavdeep Sardana, Sh. Puneet Sardana, Smt. Suman Sardana, Smt. Dipti Sardana and Smt. Sona Sardana being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 3329129 valid assenting votes.

(d) Ordinary BUSINESS IV:- Item (4) of the Notice to AGM dated June 12, 2020

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. Rohit Jain proposed and Sh. Bikram Singh 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	27714	6651030	6678744	99.999%
Dissent	112	0	112	0.001%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678744 valid assenting votes.

(e) Special BUSINESS I:- Item (5) of the Notice to AGM dated June 12, 2020

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Sh. Vikas Uppal (DIN: 00796828), as a Non Executive Independent Director of the Company w.e.f. 21st January, 2020 to hold office for a period of 5 years i.e upto 20th January, 2025".

The fifth item of the agenda was read and considered and Sh. Manjit Singh proposed and Sh. Devesh Phull seconded and thereafter the resolution was adopted/ passed as an ordinary resolution as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	27552	6651030	6678582	99.996%
Dissent	274	0	274	0.004
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678582 valid assenting votes.

(f) Special BUSINESS II:- Item (6) of the Notice to AGM dated June 12, 2020

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Smt. Shalini Umesh Chablani (DIN No. 00885883), as a Non Executive Director of



the Company w.e.f. 21st January, 2020 to hold office for a period of 3 years i.e upto 20th January, 2023".

The sixth item of the agenda was read and considered and Sh. Sunil Dutt Sudhir proposed and Sh. Satyam Sharma seconded and thereafter the resolution was adopted/ passed as an ordinary resolution as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	27724	6651030	6678754	99.998%
Dissent	102	0	102	0.002
Total	27826	665130	6678856	100%

Hence, the resolution was passed with a total of 6678754 valid assenting votes.

(g) Special BUSINESS III:- Item (7) of the Notice to AGM dated June 12, 2020

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Sh. Tarsem Singh Lally (DIN: 00381009) as a Non- Executive Independent Director of the Company for a period of three years i.e. upto 12th August, 2023".

The seventh item of the agenda was read and considered and Sh. Rajneesh Kumar proposed and Smt. Kiran Sardana seconded and thereafter the resolution was adopted/ passed as a special resolution as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	27714	6651030	6678744	99.998%
Dissent	112	0	112	0.002%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678744 valid assenting votes.

(h) Special BUSINESS IV:- Item (8) of the Notice to AGM dated June 12, 2020

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be required, the consent of the shareholders of the Company be and is hereby accorded for effecting the following alterations in the Articles of Association (the 'AOA') of the Company by deleting following clause :



To delete (retrospectively, since the date of applicability of the Companies Act, 2013) the existing clause no. 74 of the Articles of Association of the Company, reading as:- "The qualification of a Director, other than an ex-officio and Technical Director, if any, shall be the holding of, in his own name or jointly with any person whether beneficially or as a trustee for any Company or person or otherwise, ordinary share in the Company of the nominal value of rupees five thousand".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts/deeds/things as may be deemed necessary to give effect to this resolution.

The eight item of the agenda was read and considered and Sh. Anil Jalota proposed and Sh. Manjit Singh seconded and thereafter the resolution was adopted/ passed as a special resolution as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	27552	6651030	6678582	99.996%
Dissent	274	0	274	0.002%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678582 valid assenting votes.

(i) Special BUSINESS V:- Item (9) of the Notice to AGM dated June 12, 2020

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2021, 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, 2021, be and is hereby ratified."

The eighth item of the agenda was read and considered and Sh. Vipin Chander Sharma proposed and Sh. Rajiv Jain seconded and thereafter the resolution was adopted/ passed as an ordinary resolution as under:

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	27714	6651030	6678744	99.998%
Dissent	112	0	112	0.002%
Total	27826	6651030	6678856	100%

Hence, the resolution was passed with a total of 6678744 valid assenting votes.

