



## **THE SUKHJIT STARCH & CHEMICALS LIMITED**

**Proceedings of the 78th Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN: L15321 PB1944 PLC001925), held on Friday, the 12<sup>th</sup> day of August, 2022 at 10.00 A.M. (Concluded at 11:15 A.M. on the same day) at Regd. Office of the Company at Sarai Road, Phagwara.**

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### **PRESENT**

Smt. Manjoo Sardana : Non- Executive Chairperson  
Sh. Vikas Uppal : Member of Audit Committee, Stakeholder & Relationship Committee and Nomination & Remuneration Committee (authorised)  
Sh. K K Sardana : Managing Director  
Sh. M G Sharma : Executive Director (Fin) & CFO

In addition to the above, 41 more shareholders were present in person making total attendance of shareholders to 45.

### **IN ATTENDANCE**

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

### **BY INVITATION**

CA Y K Sud : Prop. M/s Y K Sud & Co., (Statutory Auditors)  
CA Amit Chadha : Partner VSAP & Associates (Statutory Auditors)  
CS Parminder Singh : Company Secretary and Scrutinizer for voting 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 2021-22.

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 has been appointed as 'Scrutinizer' for conducting the E-voting and ballot process in fair and transparent manner.





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- 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 Saturday, 13<sup>th</sup> August, 2022 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 13<sup>th</sup> August, 2022 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 08.07.2022. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 78<sup>th</sup> Annual General Meeting of the Company held on Friday, the 12<sup>th</sup> day of August, 2022:-

#### **(a) Ordinary Business I:- Item (1) of the Notice to AGM dated July 08, 2022**

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2022.

The first item of the agenda was read and considered and Sh. Vipin Chander Sharma proposed and Sh. Parshotam Lal seconded the resolution and thereafter the shareholders considered & adopted the financial results for the year ended 31.03.2022 along with the Director's Report and Auditors' Report as under:

#### **Consolidated Results:-**

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	28,621	71,03,334	71,31,955	100.00%
Dissent	0	0	0	0
Total	28,621	71,03,334	71,31,955	100.00%

Hence, the resolution was passed with a total of 71,31,955 valid assenting votes.





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### **(b) Ordinary Business II:- Item (2) of the Notice to AGM dated July 08, 2022**

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 second item of the agenda was read and considered and Sh. Bikram Singh proposed and Sh. Vikas Uppal seconded and thereafter the resolution for the re-appointment of Sh. Kuldeep Krishan Sardana as Managing Director of the Company was adopted/ passed as under:

#### **Consolidated Results:-**

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	28,601	37,21,104	37,49,705	99.99%
Dissent	20	0	20	0.01%
Total	28,621	37,21,104	37,49,725	100.00%

Sh. Kuldeep Krishan Sardana himself and Sh. Bhavdeep Sardana & Sh. Puneet Sardana both being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 37,49,705 valid assenting votes.

### **(c) Ordinary Business III:- Item (3) of the Notice to AGM dated July 08, 2022**

"RESOLVED THAT pursuant to the provisions of section 139 and any other applicable provision of The Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Y K Sud & Company, Chartered Accountants (FRN 000047N), be and are hereby appointed as Auditors of the company in place of the retiring auditors M/s VSAP & Associates, Chartered Accountants (who complete their term on the conclusion of this AGM u/s 139(2) of the Act) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 83rd Annual General Meeting, at such remuneration, as may be mutually agreed between the Board and the Auditors."

The third item of the agenda was read and considered and Sh. Anil Jalota proposed and Sh. V K Suri seconded and thereafter the resolution for the appointment of M/s Y K Sud & Company, Chartered Accountants as Statutory Auditors of the Company was adopted/ passed as under:

#### **Consolidated Results:-**

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	28,601	71,03,334	71,31,935	99.99%
Dissent	20	0	20	0.01%
Total	28,621	71,03,334	71,31,955	100.00%

Hence, the resolution was passed with a total of 71,31,935 valid assenting votes.





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### **(d) Special Business I:- Item (4) of the Notice to AGM dated July 08, 2022**

"RESOLVED THAT pursuant to the provisions of section 149, 152, 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), the consent of the members be & is hereby granted to the re-appointment of Smt. Shalini Umesh Chablani (DIN No. 00885883), as a Non Executive Director of the Company w.e.f. 20th January, 2023 to hold office upto 30th August, 2026".

The fourth item of the agenda was read and considered and Sh. Gautam Jain proposed and Sh. Sunil Dutt Sudhir seconded and thereafter the resolution was adopted/ passed as an special resolution as under:

#### **Consolidated Results:-**

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	28,601	71,03,334	71,31,935	99.99%
Dissent	20	0	20	0.01%
Total	28,621	71,03,334	71,31,955	100.00%

Hence, the resolution was passed as a special resolution with a total of 71,31,935 valid assenting votes.

### **(e) Special Business II:- Item (5) of the Notice to AGM dated July 08, 2022**

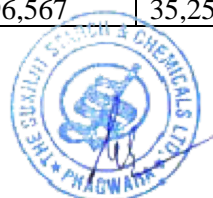
"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members be and is hereby granted to increase/ revise the salary of Shri Dhiraj Sardana, Sr. Vice President & CEO Unit(s) of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Dhiraj Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Dhiraj Sardana, within the overall limits, if any, prescribed under the Act / Rules."

The fifth item of the agenda was read and considered and Sh. Ramesh Jain proposed and Sh. Ashok Jalota 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	27,601	34,96,567	35,24,168	99.97%
Dissent	1,020	0	1,020	0.03%
Total	28,621	34,96,567	35,25,188	100.00%





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Sh. Dhiraj Sardana himself and Smt. Manjoo Sardana & Sh. Pankaj Sardana both being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed as a special resolution with a total of 35,24,168 valid assenting votes.

(f) **Special Business III:- Item (6) of the Notice to AGM dated July 08, 2022**

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members be and is hereby granted to increase/ revise the salary of Shri Bhavdeep Sardana, Sr. Vice President & CEO Unit(s) of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Bhavdeep Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Bhavdeep Sardana, within the overall limits, if any, prescribed under the Act/ Rules."

The sixth item of the agenda was read and considered and Sh. Divesh Phull proposed and Sh. Vipin Chander Sharma 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	27,601	37,21,104	37,48,705	99.97%
Dissent	1,020	0	1,020	0.03%
Total	28,621	37,21,104	37,49,725	100.00%

Sh. Bhavdeep Sardana himself and Sh. Kuldip Krishan Sardana & Sh. Puneet Sardana both being interested, as relatives, in the above resolution did not take part in the voting. Hence, the resolution was passed as a special resolution with a total of 37,48,705 valid assenting votes.

(g) **Special Business V:- Item (7) of the Notice to AGM dated July 08, 2022**

"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, 2023, be and is hereby ratified".

The seventh item of the agenda was read and considered and Sh. Mohinder Sardana proposed and Sh. Ramesh Jain seconded and thereafter the resolution was adopted/ passed as an ordinary resolution as under:






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### Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	28,621	71,03,334	71,31,955	100.00%
Dissent	0	0	0	0
Total	28,621	71,03,334	71,31,955	100.00%

Hence, the resolution was passed with a total of 71,31,955 valid assenting votes.

For The Sukhjit Starch & Chemical Limited

  
Vice President (Finance)  
& Company Secretary  
Memb. No. 14907

Date: 13-08-2022

Place: Phagwara