

Proceedings of the Extra ordinary General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN: L15321 PB1944 PLC001925), held on Wednesday, the 13th day of March, 2019 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. 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, 30 more shareholders were present in person making total attendance of shareholders to 35.

IN ATTENDANCE

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

CA Ritu Chadha	: For Statutory Auditors
CS Rohit Uppal	: Company Secretary for/as 'Scrutinizer'

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.

With the permission of the chair, the Notice conveying the Extra ordinary General Meeting 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 Extra ordinary General Meeting for which services of NSDL were utilized.
- That M/s P.S. Rally & Associates, Practicing Firm of Company Secretaries 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 Extra ordinary 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 or before 11.A.M, Friday, 15th March, 2019 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 EXTRA ORDINARY GENERAL MEETING

The Scrutinizer, M/s P.S. Rally & Associates, Practicing Firm of Company Secretaries submitted their report today morning and same was acknowledged as result of the Extra ordinary 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 Extra ordinary General Meeting on all items of Notice of EGM dated 07.02.2019. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the Extra ordinary General Meeting of the Company held on Wednesday, the 13th day of March, 2019:-

(a) Special RESOLUTION I:- Item (1) of the Notice to EGM dated February 07, 2019

To increase the Authorized Share Capital and alter/ amend the capital clause of the Memorandum of Association of the Company.

The first item of the agenda was read and considered and Sh. Ramesh Jain proposed and Sh. Ashok JaIota seconded and thereafter the resolution was adopted/ passed as under:

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions of The Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of The Sukhjit Starch & Chemicals Ltd. (“The Company”) and other applicable laws/rules/regulations, if any, the consent of shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as “ The Board”) to increase the Authorized Share Capital of the Company from the existing Rs. 10,00,00,000/- (Rs. Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rs.Ten) each to Rs.15,00,00,000/- (Rs. Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lac) Equity Shares of Rs. 10/- (Rs.Ten) each.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered/ amended by substituting the first line of the capital clause stated under item no. 5 to read as: “The Capital of the Company is Rs.15,00,00,000/- divided into 1,50,00,000/- Shares of Rs. 10/- each” for the existing wording “The Capital of the Company is Rs. 10,00,00,000/- divided into 1,00,00,000 Shares of Rs. 10/- each.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	721	2913564	2914285	99.99%
Dissent	50	0	50	0.001%
Total	771	2913564	2914335	100%

Hence, the resolution was passed with a total of 29,14,285 valid assenting votes.

(b) Special RESOLUTION II:- Item (2) of the Notice to EGM dated February 07, 2019

To issue of Bonus Shares in the ratio of 1:1

The second item of the agenda was read and considered and Sh. Inderjeet proposed and Sh. Rajeev Jain seconded and thereafter the resolution was adopted/ passed as under:

“RESOLVED THAT pursuant to Section 63 and other applicable provisions of The Companies Act, 2013, read with The Companies (Share Capital and Debenture) Rules, 2014 including any statutory modification or re-enactment thereof and the provisions of the Articles of Association of the Company and subject to other applicable rules, regulations, clarifications



and/or guidelines issued by Securities Exchange Board of India in this regard and/or consents, if any required from any other authority under any other law/ regulation applicable for the time being or from time to time, the consent of the Shareholders be and is hereby accorded to the Board of Directors for capitalization of a sum not exceeding Rs.7,37,98,200/- (Rs. Seven Crores Thirty Seven Lacs Ninety Eight Thousand Two Hundred only) from the Share Premium Account/ General Reserves of the Company for the purpose of issue of Bonus Shares of Rs. 10/- per share as fully paid up Equity Shares of the Company to the Shareholders whose name shall appear on the Register of Members on the record date/ book closure as decided by the Board or Committee thereof for the purpose, in the ratio of 1:1 i.e one (1) bonus share of Rs. 10/- each for every fully paid up Equity Share of Rs. 10/- held by them and that bonus shares so distributed shall for all purposes be treated as increase in the paid up share capital of the Company.

RESOLVED FURTHER THAT the said Bonus Shares so allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and such equity shares shall rank pari passu in all respects with the existing fully paid up shares of the Company save and except that they shall not be entitled to any Dividend declared/ paid before the allotment of such shares.

RESOLVED FURTHER THAT in case of members who hold shares in Dematerialised form, bonus shares shall be credited to the respective beneficiary account of the members with their respective depository participants and in case the members who hold Equity Shares in non-dematerialized (physical) form, Share Certificates in respect of bonus shares shall be dispatched to them as prescribed by law.

RESOLVED FURTHER THAT issue and allotment of bonus shares to non residents shall be subject to approval of the Reserve Bank of India, as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board or Committee thereof be and is hereby authorized to take necessary steps for listing of such shares on the Bombay Stock Exchange where shares of the Company are listed as per applicable guidelines, rules & regulations and to do all such act, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question that may arise in this regard as the Board in its absolute direction may deem fit or desirable, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or committee thereof be and is hereby authorised to allot the said shares, issue Share Certificates, Affix Common Seal (if required), E-file any required document/ form and/ or to do any other act, thing or deed as may be necessary for the said purpose or may be incidental thereto.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	771	2913564	2914335	100%
Dissent	0	0	0	0
Total	771	2913564	2914335	100%

Hence, the resolution was passed with a total of 29,14,335 valid assenting votes.

