

The **sukhjit** STARCH & CHEMICALS LIMITED



ISO 9001 : 2008
Certificate No. Q-01160722
www.sukhjitgroup.com

Regd. Office : Sarai Road, Phagwara
Distt. Kapurthala, Punjab (144 401)
CIN : L15321 PB1944 PLC001925

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Ref: SSC/VPF/BSE/2019-20/ 2725

Date: 09/08/2019

Department of Corporate Services,
Bombay Stock Exchange-Mumbai,
25th Floor, P.J. Towers,
Dalal Street, Fort,
MUMBAI- 400 001.

Reg: Outcome of AGM/ Declaration of Voting Results of the 75th Annual General Meeting of the Company held on Thursday, 8th August, 2019 at Phagwara.

Dear Sir,

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the Proceedings and voting results of the 75th Annual General Meeting (AGM) of the Company held on Thursday, 8th August, 2019 at the registered office of the Company at Phagwara.

Thanking You,

Yours Faithfully,

For THE SUKHJIT STARCH & CHEMICALS LTD


(AMAN SETIA)
VICE PRESIDENT (FINANCE)
& COMPANY SECRETARY



Encl: as above

Proceedings of the 75th Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN: L15321 PB1944 PLC001925), held on Thursday, the 8th day of August, 2019 at 10.00 A.M. at Regd. Office of the Company at Sarai Road, Phagwara.

PRESENT

Sh. V P Kapahi	:	Independent Chairman, Chairman of Audit Committee, Stakeholder & Relationship Committee and member of 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
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BY INVITATION

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

Shri V.P. Kapahi, 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 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 Chairman briefed the shareholders about the working of the Company during the year 2018-19.

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 on the agenda items and announced that the combined result shall be declared on Friday 09th August, 2019 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 takenup.

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 on 09th August, 2019 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 25.05.2019. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 75th Annual General Meeting of the Company held on Thursday, the 08th day of August, 2019:-

(a) Ordinary BUSINESS I:- Item (1) of the Notice to AGM dated May 25, 2019

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2019.

The first item of the agenda was read and considered and Sh. Sunil Dutt Sudhir 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	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(b) Ordinary BUSINESS II:- Item (2) of the Notice to AGM dated May 25, 2019

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 second item of the agenda was read and considered and Smt. Veena Sardana proposed and Sh. Rajiv 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	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(c) Special BUSINESS I:- Item (3) of the Notice to AGM dated May 25, 2019

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

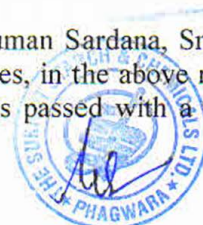
"RESOLVED THAT pursuant to the provisions of Section 196, 197, other applicable provisions (if any) of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule V to the Companies Act, 2013, the consent of the members be and is hereby granted for the appointment of Shri K.K. Sardana (DIN: 00398376) as the Managing Director of the Company with effect from 1st May, 2019, for a period of 5 years 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 appointment including remuneration, commission etc. payable to Shri K.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 K.K. Sardana."

The third item of the agenda was read and considered and Sh. V.K.Suri proposed and Smt. Jyotika 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	2178	3520756	3522934	99.993%
Dissent	242	0	242	0.007
Total	2420	3520756	3523176	100%

Sh. K.K Sardana, Sh. Bhavdeep 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 3522934 valid assenting votes.



(d) Special BUSINESS II:- Item (4) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT pursuant to the provisions of Section 196, 197, other applicable provisions (if any) of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule V to the Companies Act, 2013, the consent of the members be and is hereby granted to the re-appointment of Shri M.G. Sharma (DIN: 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2019 for a period of 2 years, 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 appointment including remuneration etc. payable to Shri M.G. Sharma 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 M.G. Sharma."

The fourth item of the agenda was read and considered and Sh. Bhim Singh proposed and Sh. Rohit 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	2178	5989474	5991652	99.996%
Dissent	242	0	242	0.004
Total	2420	5989474	5991894	100%

Sh. M.G. Sharma being interested in the above resolution did not take part in the voting. Hence, the resolution was passed with a total of 5991652 valid assenting votes.

(e) Special BUSINESS III:- Item (5) of the Notice to AGM dated May 25, 2019

"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, Smt. Manjoo Sardana in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature to the office of Director and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

The fifth item of the agenda was read and considered and Sh. Rahul Kakkar proposed and Sh. Upinder Sood 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	2272	2755694	2757966	99.995%
Dissent	148	0	148	0.005%
Total	2420	2755694	2758114	100%

Smt. Manjoo Sardana, Sh. Dhiraj Sardana, Sh. Pankaj Sardana, Smt. Nidhi Sardana and Smt. Divya 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 2757966 valid assenting votes.

(f) Special BUSINESS IV:- Item (6) of the Notice to AGM dated May 25, 2019

"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, the consent of the members be & is hereby granted to the appointment of S. Ranbir Singh Seehra (DIN: 01572708), as a Non Executive Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a period of 3 years i.e upto March 31, 2022."

The sixth item of the agenda was read and considered and Sh. Anil Jalota proposed and Smt. Renu Bala 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	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

(g) Special BUSINESS V:- Item (7) of the Notice to AGM dated May 25, 2019

"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, the consent of the members is be & hereby granted to the appointment of Smt. Ruby Agrawal (DIN: 08417902), as a Non Executive Independent Director of the Company w.e.f. 10th April, 2019 to hold office for a period of 3 years i.e upto April 9, 2022."

The seventh item of the agenda was read and considered and Sh. Gautam Jain proposed and Sh. Ashok 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	2322	5989594	5991916	99.98%
Dissent	98	0	98	0.002%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991916 valid assenting votes.

(h) Special BUSINESS VI:- Item (8) of the Notice to AGM dated May 25, 2019

"RESOLVED THAT in suppression to the earlier resolution passed (if any) in this regard and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Company to sell, lease, dispose off any asset of the Company and/or to pledge/mortgage/ hypothecate/ charge in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company on all/ or part of its movable and/or immovable properties, both present and future and the whole or part of its undertaking of every nature & kind whatever and/or creating of floating charge in all or any moveable or immoveable properties of the Company and the whole / part of its undertaking in such manner as the Board may deem fit, to or in favour of Banks/ Financial Institutions/ Investors/ Lenders or any other person, to secure the amount borrowed, loans /advances already obtained or that may be obtained, including interest, all other costs, charges and expenses and other moneys payable either by the Company itself or any of its subsidiary from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required for the purpose of giving effect to the aforesaid Resolution."

The eighth item of the agenda was read and considered and Sh. Vipin Chander Sharma proposed and Smt. Jyotika 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	2160	5989594	5991754	99.996%
Dissent	260	0	260	0.004%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991754 valid assenting votes.



(i) **Special BUSINESS VII:- Item (9) of the Notice to AGM dated May 25, 2019**

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2020, 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, 2020, be and is hereby ratified.”

The ninth item of the agenda was read and considered and Sh. Sh. Bhim Singh 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	2340	5989594	5991934	99.999%
Dissent	80	0	80	0.001%
Total	2420	5989594	5992014	100%

Hence, the resolution was passed with a total of 5991934 valid assenting votes.

