

Proceedings of the 71st Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd., held on Wednesday, the 29th day of July, 2015 at 10.00 A.M. at Regd. Office of the Company at Phagwara.

PRESENT

Sh. S C Jindal : Chairman and Independent Director
Sh. V P Kapahi : Independent Director and Chairman of Audit Committee
Sh. S K Anand : Independent Director
Sh. V K Sardana : Non Executive Director
Sh. Naresh Sardana : Non Executive Director
Sh. I K Sardana : Managing Director
Sh. K K Sardana : Jt. Managing Director

In addition to the above, 30 more shareholders were present in person and 1 through proxy

IN ATTENDANCE

Sh. M G Sharma : Sr. Vice President & Chief Financial Office
Sh. Aman Setia : Vice President (Finance) & Company Secretary

BY INVITATION

Sh. Y K Sud : Statutory Auditors
Sh. Parminder Singh Rally : Practicing Company Secretary 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 informed that the company has received 1 proxy totaling to 100 shares.

It was announced that Register of Directors and Key Management 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 2014-15.

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,2015, read with Rule 20 of the Companies(Management and Administration) Rules,2014 and clause 35B of the Listing Agreement , 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 Friday 31st July,2015 at 5.00 PM 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 /proxy casted their votes.

As 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 31st July, 2015 and same was acknowledged as result of the Annual General Meeting. This is the combined report on the basis of votes casted by the 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 20.05.2015. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 71st Annual General Meeting of company held on Wednesday, the 31st day of July, 2015.:-

(a) Ordinary RESOLUTION I:- Item (1) of the Notice to AGM dated May 20, 2015

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2015.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 20, 2015

To declare dividend on the Equity Shares for the year ended 31.03.2015.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.



(C) Ordinary RESOLUTION III:- Item (3) of the Notice to AGM dated May 20, 2015

To appoint Director in place of Shri Naresh Sardana (DIN : 01213955), who retires by rotation and being eligible, offers himself for re-appointment.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(d) Ordinary RESOLUTION IV:- Item (4) of the Notice to AGM dated May 20, 2015

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

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	565563	567575	100%
Dissent	0	0	0	0%
Total	2012	565563	567575	100%

Shri I K Sardana and Shri K K Sardana, (both brothers) being interested, did not take part in the resolution

Hence, the resolution was passed with a total of 567575 valid assenting votes.

(e) Ordinary RESOLUTION V:- Item (5) of the Notice to AGM dated May 20, 2015

To ratify the appointment of Auditors for a further period of 1 years 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.



Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	2012	1336274	1338286	100%
Dissent	0	0	0	0%
Total	2012	1336274	1338286	100%

Hence, the resolution was passed with a total of 1338286 valid assenting votes.

(f) Special RESOLUTION VI:- Item (6) of the Notice to AGM dated May 20, 2015

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 K. K. Sardana as the Joint Managing Director of the Company with effect from 1st September, 2015, 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 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. “

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	512	541622	542134	99.72%
Dissent	1500	0	1500	0.28%
Total	2012	541622	543634	100%

Shri I K Sardana (brother), Shri K K Sardana (self), Smt. Suman Sardana (wife) and Smt. Dipti Sardana (daughter in law), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 542134 valid assenting votes.



(g) Special RESOLUTION VII:- Item (7) of the Notice to AGM dated May 20, 2015

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 188 and other applicable provisions, if any, of the Companies Act, 2013, if any, read with 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 Puneet Sardana, Vice President(Operations), for the time being of the Malda Unit 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 Puneet Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Puneet Sardana.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	502	886849	887351	99.83%
Dissent	1510	0	1510	0.17%
Total	2012	886849	888861	100%

Shri K K Sardana (father) and Smt. Suman Sardana (mother), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 887351 valid assenting votes.

(h) Special RESOLUTION VIII:- Item (8) of the Notice to AGM dated May 20, 2015

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 188 and other applicable provisions, if any, of the Companies Act, 2013, read with 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 Pankaj Sardana, Vice President (Operations), for the time being of the Nizamabad Unit 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 Pankaj Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Pankaj Sardana.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	502	570467	570969	99.74%
Dissent	1510	0	1510	0.26%
Total	2012	570467	572479	100%

Shri I K Sardana (father), Shri Dhiraj Sardana (brother), Smt. Manjoo Sardana (mother) and Smt. Divya Sardana (wife), being interested, did not take part in the resolution.

Hence, the resolution was passed as a special resolution with a total of 570969 valid assenting votes.

(i) Special RESOLUTION IX:- Item (9) of the Notice to AGM dated May 20, 2015

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 149,152,161 and other applicable provisions of The Companies Act, 2013, read with the rules made there under, the consent of the members be and is hereby granted to appoint Smt. Ravi Chowdhry (DIN : 07082698) as Non Executive Women Director of the company, liable to retire by rotation.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	512	565563	566075	99.74%
Dissent	1500	0	1500	0.26%
Total	2012	565563	567575	100%

Shri I K Sardana and Shri K K Sardana, (both brothers), being interested, did not take part in the resolution

Hence, the resolution was passed as a special resolution with a total of 566075 valid assenting votes.

