

Proceedings of the 73rd Annual General Meeting of the Shareholders of The Sukhjit Starch & Chemicals Ltd. (CIN :- L15321 PB1944 PLC001925), held on Thursday, the 27<sup>th</sup> day of July, 2017 at 10.00 A.M. at Regd. Office of the Company at Sarai Road, Phagwara.

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PRESENT

Sh S C Jindal : Independent Director and Chairman  
Sh. S K Anand : Independent Director  
Sh. V P Kapahi : Independent Director and Chairman of Audit Committee  
Sh. Naresh Sardana : Non Executive Director  
Sh. I K Sardana : Managing Director  
Sh. K K Sardana : Jt. Managing Director  
Sh M G Sharma : Executive Director (Fin) & C F O

In addition to the above, 31 more shareholders were present in person making total attendance of shareholders to 38

IN ATTENDANCE

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

BY INVITATION

CA Sanjiv Jain : 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 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 2016-17.

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, 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 and announced that the combined result shall be declared on Saturday 29<sup>th</sup> July,2017 at 10.00 AM 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 ANNUAL GENERAL MEETING

The Scrutinizer, Mr. Parminder Singh Rally, Practicing Company Secretary submitted his report on 28th July, 2017 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 24.05.2017. The following resolutions were taken as passed in terms of voting done and these were construed to be passed by the members at the 73rd Annual General Meeting of company held on Thursday, the 27th day of July, 2017.:-

### **(a) Ordinary RESOLUTION I:- Item (1) of the Notice to AGM dated May 24, 2017**

To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2017.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

### **(b) Ordinary RESOLUTION II:- Item (2) of the Notice to AGM dated May 24, 2017**

To declare dividend on the Equity Shares for the year ended 31.03.2017.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
<b>Total</b>	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes and dividend was declared @ Rs. 5/- per equity share of Face value Rs. 10/- each.

### **(c) Ordinary RESOLUTION III:- Item (3) of the Notice to AGM dated May 24, 2017**

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	10200	2792223	2802423	100%
Dissent	0	0	0	0%
Total	10200	2792223	2802423	100%



Mr. Naresh Sardana, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802423 valid assenting votes.

**(d) Ordinary RESOLUTION IV:- Item (4) of the Notice to AGM dated May 24, 2017**

To appoint the Statutory Auditors by passing with or without modification(s) the following resolution as an ordinary resolution:-

“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 VSAP & Associates, Chartered Accountants (FRN 018705N), be and are hereby appointed as Auditors of the company in place of the retiring auditors M/s Y K Sud & company, 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 78th Annual General Meeting (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board and the Auditors.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

**(e) Special RESOLUTION I:- Item (5) of the Notice to AGM dated May 24, 2017**

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, 150, 152, any other applicable provision 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 hereby granted to the re-appointment of Shri Satish Chander Jindal (DIN 01173299) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2758003	2768203	100%
Dissent	0	0	0	0%
Total	10200	2758003	2768203	100%

Mr. S C Jindal, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2768203 valid assenting votes.



**(f) Special RESOLUTION II:- Item (6) of the Notice to AGM dated May 24, 2017**

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, 150, 152, any other applicable provision 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 hereby granted to the re-appointment of Shri Shiv Kumar Anand (DIN 00528532) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2792221	2802421	100%
Dissent	0	0	0	0%
Total	10200	2792221	2802421	100%

Mr. S K Anand, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802421 valid assenting votes.

**(g) Special RESOLUTION III:- Item (7) of the Notice to AGM dated May 24, 2017**

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, 150, 152, any other applicable provision 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 hereby granted to the re-appointment of Shri Vinod Pal Kapahi (DIN 00957729) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2792223	2802423	100%
Dissent	0	0	0	0%
Total	10200	2792223	2802423	100%

Mr. V P Kapahi, being interested in the above resolution, did not take part in the voting. Hence, the resolution was passed with a total of 2802423 valid assenting votes.

**(h) Special RESOLUTION IV:- Item (8) of the Notice to AGM dated May 24, 2017**



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 161,196, 197, any other applicable provision 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 appointment of Shri M G Sharma (DIN 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2016 for a period of 3 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.

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793163	2803363	100%
Dissent	0	0	0	0%
Total	10200	2793163	2803363	100%

Mr. 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 2803363 valid assenting votes.

**(i) Special RESOLUTION V:- Item (9) of the Notice to AGM dated May 24, 2017**

To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2018, 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, 2018, be and is hereby ratified.”

Consolidated Results:-

Particulars	Numbers of Votes Casted			Percentage
	Electronically (i.e. E-votes)	Th. Ballot	Total	
Assent	10200	2793223	2803423	100%
Dissent	0	0	0	0%
Total	10200	2793223	2803423	100%

Hence, the resolution was passed with a total of 2803423 valid assenting votes.

