

12<sup>th</sup> August, 2023

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code – 506655**  
**Scrip Code NCDs - 974058**

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Scrip Symbol - SUDARSCHEM**

Dear Sir / Madam,

**Sub: Submission of Voting Results and Scrutinizer's Report for the 72<sup>nd</sup> Annual General Meeting as per Regulation 44 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the provisions of Regulation 44 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per Section 108 of the Companies Act, 2013, and Rules made thereunder, we hereby submit details regarding the voting results of the business(es) transacted at the 72<sup>nd</sup> Annual General Meeting of the Company in the prescribed format, along with Scrutinizer's Report furnished on status of the said Voting Results.

Please find enclosed herewith the Voting Results of the business(es) transacted at the 72<sup>nd</sup> Annual General Meeting as **Annexure A**.

We have also enclosed Scrutinizer's Report on the Voting Results of the business(es) transacted at the 72<sup>nd</sup> Annual General Meeting as **Annexure B**.

Following items of business were transacted at the 72<sup>nd</sup> Annual General Meeting held on 11<sup>th</sup> August, 2023, and all resolutions were passed with requisite majority:

**ORDINARY BUSINESS:**

1. Adoption of Stand-alone and Consolidated Financial Statements of the Company for the Year ended 31<sup>st</sup> March, 2023 together with the report of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**
2. Declaration of Final Dividend of ₹1.50/- per Equity Share of face value of ₹2.00/- each per Equity Share (75%) for the Financial Year ended 31<sup>st</sup> March, 2023. **(Ordinary Resolution)**

**Sudarshan Chemical Industries Limited**

**Registered Office:**

7<sup>th</sup> Floor, Eleven West Panchshil, Survey No. 25,  
Near PAN Card Club Road, Baner, Pune – 411 045,  
Maharashtra, India

Tel. No.: +91 20 682 81 200

Email: [contact@sudarshan.com](mailto:contact@sudarshan.com)

[www.sudarshan.com](http://www.sudarshan.com)

3. Appointment of Mr. Ashish Vij, Wholetime Director (DIN: 08140194), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

## **SPECIAL BUSINESS:**

4. Ratification for payment of remuneration to Mrs. Ashwini Kedar Joshi, Cost Auditor (Sole Proprietor) (Registration No.: 102387) for FY 2023-24 to conduct Audit of Cost Records of the Company. **(Ordinary Resolution)**
5. Re-appointment of Mr. Rajesh Rathi (DIN: 00018628) as the Managing Director, for a further period of 5 (five) years commencing from 1<sup>st</sup> June, 2023 and ending on 31<sup>st</sup> May, 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. **(Ordinary Resolution)**
6. Re-appointment of Mr. Ashish Vij (DIN: 08140194) as the Wholetime Director with the designation “Executive Director & Vice President – Operations”, for a further period of 5 (five) years commencing from 24<sup>th</sup> May, 2023 and ending on 23<sup>rd</sup> May, 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. **(Ordinary Resolution)**
7. Ratification and Confirmation of Remuneration paid to Mr. Rajesh Rathi (DIN: 00018628) Managing Director of the Company for the Financial Year 2022-23. **(Special Resolution)**
8. Payment of remuneration to Mr. Rajesh Rathi (DIN: 00018628), Managing Director as 'Minimum Remuneration' in case of no profits/inadequacy of profits for FY 2023-24 notwithstanding that the remuneration payable to Mr. Rajesh Rathi exceeds the limits prescribed under the provisions of Section 197 read with Schedule V of the Act and Regulation 17(6)(e) of SEBI Listing Regulations, 2015. **(Special Resolution)**
9. Re-appointment of Mr. Naresh T. Raisinghani (DIN:00568298) as an Independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 24<sup>th</sup> May, 2023 up to 23<sup>rd</sup> May 2028. **(Special Resolution)**

### **Sudarshan Chemical Industries Limited**

#### **Registered Office:**

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# SUDARSHAN

10. Re-appointment of Dr. Deepak Parikh (DIN: 06504537) as an Independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 1<sup>st</sup> April, 2024 up to 31<sup>st</sup> March, 2029.  
**(Special Resolution)**

Kindly take the same on record.

Thanking You,  
Yours faithfully,  
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

MANDAR VELANKAR  
GENERAL COUNSEL & COMPANY SECRETARY

**Sudarshan Chemical Industries Limited**

**Registered Office:**

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Corporate Identity No.: L24119PN1951PLC008409

**Annexure A**

<b>Voting results</b>	
Record date	04-08-2023
Total number of shareholders on record date	66267
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	7
b) Public	50
<b>No. of resolution passed in the meeting</b>	<b>10</b>

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9460934	74.1118	9460934	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9460934	74.1118	9460934	0	100.0000
Public- Non Institutions	E-Voting	31662457	11431488	36.1042	11431003	485	99.9958	0.0042
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	11431488	36.1042	11431003	485	99.9958
<b>Total</b>		69227250	45691464	66.0021	45690979	485	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare a Final Dividend of Rs. 1.50/- per Equity Share of face value of Rs. 2.00/- each per Equity Share (75%) for the year ended 31st March 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	9466575	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	9466575	0	100.0000
Public- Non Institutions	E-Voting	31662457	13220695	41.7551	13220210	485	99.9963	0.0037
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220695	41.7551	13220210	485	99.9963
<b>Total</b>		69227250	47486312	68.5948	47485827	485	99.9990	0.0010
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Ashish Vij (DIN: 08140194), wholetime Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	8508484	958091	89.8792	10.1208
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	8508484	958091	89.8792
Public- Non Institutions	E-Voting	31662457	13220645	41.7550	13218823	1822	99.9862	0.0138
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220645	41.7550	13218823	1822	99.9862
<b>Total</b>		69227250	47486262	68.5948	46526349	959913	97.9785	2.0215
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification for payment of remuneration to Cost Auditor, Mrs. ASHWINI KEDAR JOSHI (Sole Proprietor), Cost Accountant, Pune, (Registration No. 102387) for auditing the cost records maintained for the FY 2023-24				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	9466575	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	9466575	0	100.0000
Public- Non Institutions	E-Voting	31662457	13220645	41.7550	13218717	1928	99.9854	0.0146
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220645	41.7550	13218717	1928	99.9854
<b>Total</b>		69227250	47486262	68.5948	47484334	1928	99.9959	0.0041
<b>Whether resolution is Pass or Not.</b>							Yes	



Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Rajesh Rathi (DIN: 00018628) as the Managing Director, for a further period of 5 (five) years commencing from 1st June, 2023 and ending on 31st May, 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	7638610	1827965	80.6903	19.3097
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	7638610	1827965	80.6903
Public- Non Institutions	E-Voting	31662457	13220645	41.7550	13218442	2203	99.9833	0.0167
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220645	41.7550	13218442	2203	99.9833
<b>Total</b>		69227250	47486262	68.5948	45656094	1830168	96.1459	3.8541
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Mr. Ashish Vij (DIN: 08140194) as the wholetime Director with the designation "Executive Director & Vice President – Operations", for a further period of 5 (five) years commencing from 24th May, 2023 and ending on 23rd May, 2028 upon the terms and				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	8314876	1151699	87.8340	12.1660
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	8314876	1151699	87.8340
Public- Non Institutions	E-Voting	31662457	13220645	41.7550	13218463	2182	99.9835	0.0165
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220645	41.7550	13218463	2182	99.9835
<b>Total</b>		69227250	47486262	68.5948	46332381	1153881	97.5701	2.4299
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Ratification and Confirmation of Remuneration paid to Mr. Rajesh Rathi (DIN: 00018628) Managing Director of the Company for the financial year 2022-23				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	7465320	2001255	78.8598	21.1402
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	7465320	2001255	78.8598
Public- Non Institutions	E-Voting	31662457	12619279	39.8557	12616851	2428	99.9808	0.0192
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	12619279	39.8557	12616851	2428	99.9808
<b>Total</b>		69227250	46884896	67.7261	44881213	2003683	95.7264	4.2736
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Payment of remuneration to Mr. Rajesh Rathi (DIN: 00018628), Managing Director as Minimum Remuneration in case of no profits/inadequacy of profits for FY 2023-24 notwithstanding that the remuneration payable to Mr. Rajesh Rathi exceeds the limits prescribed under the				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	7443506	2023069	78.6293	21.3707
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	7443506	2023069	78.6293
Public- Non Institutions	E-Voting	31662457	13220608	41.7548	13218076	2532	99.9808	0.0192
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13220608	41.7548	13218076	2532	99.9808
<b>Total</b>		69227250	47486225	68.5947	45460624	2025601	95.7343	4.2657
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Mr. Naresn T. Kaisinghani (DIN:00568298) as an independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 24th May 2023 up to 23rd May 2028				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	5905798	3560777	62.3858	37.6142
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	5905798	3560777	62.3858
Public- Non Institutions	E-Voting	31662457	13145354	41.5172	13143372	1982	99.9849	0.0151
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	13145354	41.5172	13143372	1982	99.9849
<b>Total</b>		69227250	47410971	68.4860	43848212	3562759	92.4854	7.5146
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (10)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				re-appointment of Dr. Deepak Parikh (DIN: 06504537) as an independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 1st April 2024 up to 31st March 2029				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		24799042	24799042	100.0000	24799042	0	100.0000
Public-Institutions	E-Voting	12765751	9466575	74.1560	7665929	1800646	80.9789	19.0211
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		12765751	9466575	74.1560	7665929	1800646	80.9789
Public- Non Institutions	E-Voting	31662457	12821590	40.4946	12819598	1992	99.9845	0.0155
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		31662457	12821590	40.4946	12819598	1992	99.9845
<b>Total</b>		69227250	47087207	68.0183	45284569	1802638	96.1717	3.8283
<b>Whether resolution is Pass or Not.</b>							Yes	

**RAJESH KARUNAKARAN  
COMPANY SECRETARY**

C.P. NO. 6581

FCS No. 7441

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204 Pragati Towers ,Opp. Shivajinagar S.T. Stand , Shivajinagar , Pune – 411 005, www. csr.k.co.in , M-9890320874 ,e-mail –karunakaran2004@yahoo.com

**CONSOLIDATED REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING IN CONNECTION WITH THE 72<sup>nd</sup> ANNUAL GENERAL MEETING OF SUDARSHAN CHEMICAL INDUSTRIES LIMITED (CIN L24119PN1951PLC008409) HELD ON FRIDAY, 11<sup>TH</sup> AUGUST 2023 AT 4.00 P.M. THROUGH VC / OAVM AND DEEMED TO HAVE BEEN HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 7<sup>TH</sup> FLOOR, ELEVEN WEST PANCHSHIL, SURVEY NO. 25, NEAR PAN CARD CLUB ROAD, BANER, PUNE – 411 045**

(Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with relevant circulars of MCA and SEBI.

To:

The Chairman,  
Sudarshan Chemical Industries Limited  
7<sup>th</sup> Floor, Eleven West Panchshil, Survey No. 25,  
Near PAN Card Club Road, Baner, Pune – 411 045

Dear Sir,

**Sub: Passing of Resolutions through Remote E-Voting and E-Voting under the provisions of section 108 of the Companies Act, 2013 including any statutory modification or re-enactment thereof read with the Companies (Management and Administration), Rules 2014 as amended and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Please refer to your letter dated 23<sup>rd</sup> May 2023, attaching therewith a copy of the Board Resolution and Notice of the 72<sup>nd</sup> Annual General Meeting (AGM) both dated 23<sup>rd</sup> May 2023, of Sudarshan Chemical Industries Limited ("the Company") and informing me of my appointment as Scrutinizer for the purpose of ascertaining the result of the below mentioned resolutions to be passed by means of Remote E-Voting and E-Voting at the AGM .

The Ministry of Corporate Affairs, Government of India (MCA), has allowed to conduct Annual General Meeting through VC or OAVM and has dispensed personal presence of the members at the Meeting. In this regard, the MCA has issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December 2021, Circular No. 2/2022 dated 5<sup>th</sup> May 2022 and Circular No. 10/2022 dated 28<sup>th</sup> December 2022 (hereinafter these circulars collectively referred to as 'MCA Circulars'). The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, provisions of the Act and the SEBI Listing Regulations, the



Company has conducted the AGM by providing two-way teleconferencing facility ('VC facility') to its Members through National Securities Depository Limited (NSDL ) e-voting platform .

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act 2013 and SEBI Regulations relating to offering to shareholders facility of Remote e-voting and E-Voting in respect of the resolutions contained in the Notice of the AGM dated 23<sup>rd</sup> May 2023 .

My responsibility as a scrutinizer for the remote e-voting process and e-Voting process at the AGM is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions stated in the Notice of the AGM, based on reports generated from the remote e-voting system and e-voting system provided by the National Securities Depository Limited (NSDL) the authorised agency engaged by the Company to provide remote e-voting and e-voting facilities to the shareholders.

In accordance with the aforesaid Circulars issued by MCA and SEBI, the Company has sent the Annual Financial Report for the year ended 31<sup>st</sup> March 2023 including the Notice of the AGM to the shareholders in only electronic form.

The shareholders have accordingly exercised the facility of casting electronic votes, casted their votes through the voting platform provided by M/s National Securities Depository Limited (hereinafter referred to as "NSDL") on their official website, the communication of the assent or dissent of the members took place through the remote e-voting and e-voting system only.

The remote e-voting period commenced at 9.00 a.m. (IST) on Tuesday , 8th August 2023 and ended at 5.00 p.m. (IST) on Thursday 10<sup>th</sup> August 2023. Company has also provided electronic voting system as used during remote e-voting during the AGM . The said facility was in operation till all the resolutions were considered and voted upon in the meeting and was used for voting only by the members attending the meeting and who did not exercise their right to vote through remote e-voting.

The Chairman after having ascertained the presence of requisite and valid quorum commenced the AGM proceedings at 4.00 p.m. Members participated in the AGM and voted on the resolutions. Accordingly the AGM was validly held in accordance with the requirements of law.

I have monitored the process of Remote E-Voting and E-Voting through the scrutiniser's secured link provided by NSDL on their official website. The votes cast through remote e-voting facility were downloaded by me on Friday, 11<sup>th</sup> August 2023 (after 5.30 p.m.) in the presence of two witnesses who are not in the employment of the Company.

Summarised Results of Remote E-Voting and E-Voting at the AGM have been combined under the head E-Voting.

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Resolution Required : (Ordinary)			1 - To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Board of Directors and the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9460934	74.1118	9460934	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9460934	74.1118	9460934	0	100.0000	0.0000
Public Non Institutions	E-Voting	31662457	11431488	36.1042	11431003	485	99.9958	0.0042
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11431488	36.1042	11431003	485	99.9958	0.0042
Total		69227250	45691464	66.0021	45690979	485	99.9989	0.0011



Resolution Required : (Ordinary)		2 - To declare a Final Dividend of Rs. 1.50/- per Equity Share of face value of Rs. 2.00/- each per Equity Share (75%) for the year ended 31st March 2023.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
				[1]			[2]	[3]=([2]/[1])*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.000	24799042	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	0	24799042	0	0	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	9466575	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	9466575	0	0	0.0000
Public Non Institutions	E-Voting	31662457	13220695	41.7551	13220210	485	99.9963	0.0037
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220695	41.7551	13220210	485	99.9963	0.0037
Total		69227250	47486312	68.5948	47485827	485	99.9990	0.0010



Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Ashish Vij (DIN: 08140194), Wholetime Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	8508484	958091	89.8792	10.1208
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	8508484	958091	89.8792	10.1208
Public Non Institutions	E-Voting	31662457	13220645	41.7550	13218823	1822	99.9862	0.0138
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220645	41.7550	13218823	1822	99.9862	0.0138
Total		69227250	47486262	68.5948	46526349	959913	97.9785	2.0215



Resolution Required : (Ordinary)			4 - Ratification for payment of remuneration to Cost Auditor, Mrs. Ashwini Kedar Joshi (Sole Proprietor), Cost Accountant, Pune, (Registration No. 102387) for auditing the cost records maintained for the FY 2023-24					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	9466575	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	9466575	0	100.0000	0.0000
Public Non Institutions	E-Voting	31662457	13220645	41.7550	13218717	1928	99.9854	0.0146
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220645	41.7550	13218717	1928	99.9854	0.0146
Total		69227250	47486262	68.5948	47484334	1928	99.9959	0.0041



Resolution Required : (Ordinary)		5 - Re-appointment of Mr. Rajesh Rathi (DIN: 00018628) as the Managing Director, for a further period of 5 (five) years commencing from 1st June, 2023 and ending on 31st May, 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	7638610	1827965	80.6903	19.3097
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	7638610	1827965	80.6903	19.3097
Public Non Institutions	E-Voting	31662457	13220645	41.7550	13218442	2203	99.9833	0.0167
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220645	41.7550	13218442	2203	99.9833	0.0167
Total		69227250	47486262	68.5948	45656094	1830168	96.1459	3.8541



Resolution Required : (Ordinary)		6 - Re-appointment of Mr. Ashish Vij (DIN: 08140194) as the Wholetime Director with the designation "Executive Director & Vice President – Operations", for a further period of 5 (five) years commencing from 24th May, 2023 and ending on 23rd May, 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.000	24799042	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	0	24799042	0	100.000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	8314876	1151699	87.8340	12.1660
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	8314876	1151699	87.8340	12.1660
Public Non Institutions	E-Voting	31662457	13220645	41.7550	13218463	2182	99.9835	0.0165
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220645	41.7550	13218463	2182	99.9835	0.0165
Total		69227250	47486262	68.5948	46332381	1153881	97.5701	2.4299



Resolution Required : (Special)		7 - Ratification and Confirmation of Remuneration paid to Mr. Rajesh Rathi (DIN: 00018628) Managing Director of the Company for the financial year 2022-23						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.000	24799042	0	100.000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.000	24799042	0	100.000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	7465320	2001255	78.8598	21.1402
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	7465320	2001255	78.8598	21.1402
Public Non Institutions	E-Voting	31662457	12619279	39.8557	12616851	2428	99.9808	0.0192
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12619279	39.8557	12616851	2428	99.9808	0.0192
Total		69227250	46884896	67.7261	44881213	2003683	95.7264	4.2736



Resolution Required : (Special)		8 - Payment of remuneration to Mr. Rajesh Rathi (DIN: 00018628), Managing Director as Minimum Remuneration in case of no profits/inadequacy of profits for FY 2023-24 notwithstanding that the remuneration payable to Mr. Rajesh Rathi exceeds the limits prescribed under the provisions of Section 197 read with Schedule V of the Act and Reg 17(6)(e) of SEBI Listing Regulations 2015.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	7443506	2023069	78.6293	21.3707
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	7443506	2023069	78.6293	21.3707
Public Non Institutions	E-Voting	31662457	13220608	41.7548	13218076	2532	99.9808	0.0192
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13220608	41.7548	13218076	2532	99.9808	0.0192
Total		69227250	47486225	68.5947	45460624	2025601	95.7343	4.2657





Resolution Required : (Special)			9 - Re-appointment of Mr. Naresh T. Raisinghani (DIN:00568298) as an Independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 24th May, 2023 up to 23rd May 2028.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	5905798	3560777	62.3858	37.6142
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	5905798	3560777	62.3858	37.6142
Public Non Institutions	E-Voting	31662457	13145354	41.5172	13143372	1982	99.9849	0.0151
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13145354	41.5172	13143372	1982	99.9849	0.0151
Total		69227250	47410971	68.4860	43848212	3562759	92.4854	7.5146



Resolution Required : (Special)			10 - Re-appointment of Dr. Deepak Parikh (DIN: 06504537) as an Independent Director of the Company not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from 1st April 2024 up to 31st March, 2029.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	24799042	24799042	100.0000	24799042	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		24799042	100.0000	24799042	0	100.0000	0.0000
Public Institutions	E-Voting	12765751	9466575	74.1560	7665929	1800646	80.9789	19.0211
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		9466575	74.1560	7665929	1800646	80.9789	19.0211
Public Non Institutions	E-Voting	31662457	12821590	40.4946	12819598	1992	99.9845	0.0155
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12821590	40.4946	12819598	1992	99.9845	0.0155
Total		69227250	47087207	68.0183	45284569	1802638	96.1717	3.8283



The voting has been reckoned in proportion to the members share in the paid-up equity share capital of the Company as on the cut-off date i.e Friday , 4<sup>th</sup> August 2023 .

**Since the number of votes cast by the shareholders in favour the Resolutions listed at item Nos. 1 to 10 exceed the votes cast against as mandated under the Companies Act 2013 , I confirm that all the ten(10) resolutions comprising of ordinary resolutions and special resolutions have been passed with the requisite majority.**

Thank you,

Yours truly,



**RAJESH KARUNAKARAN  
COMPANY SECRETARY**

C.P. NO. 6581

F.C.S. NO. 7441

UDIN- F007441E000796812

Peer Review Certificate No.1260/2021 dated 28<sup>th</sup> June 2021

Pune , 12<sup>th</sup>August 2023

Countersigned by :

**For Sudarshan Chemical Industries Limited**



**P. R. RATHI**

**CHAIRMAN**

**DIN: 00018577**

Pune, 12<sup>th</sup>August 2023

