

SUDAL INDUSTRIES LIMITED



Certified for ISO/TS 16949 : 2009 & ISO 9001 : 2008, SA 8000 : 2008
EMS ISO 14001 : 2004, BS OHSAS 18001 : 2007, EnMS 50001 : 2011

Corporate Office: 26A Nariman Bhavan, 227 Nariman Point, Mumbai 400 021 (India) • Phone: 91-22-22023845, 61577100 - 119
Fax: 91-22-22022893 • E-mail: mumbai@sudal.co.in • www.sudal.co.in • CIN L21541MH1979PLC021541

Date: 01st September, 2017

To,
The General Manager,
Corporate Relationship Department,
BSE Limited,
P.J. Towers,
Dalal Street,
Fort, Mumbai – 400 001



Dear Sir/ Madam,

Sub: Notice of AGM

Please find attached the Notice of 38th Annual General Meeting. This will also be placed on our website www.sudal.co.in.

This is for your information and records.

Yours Sincerely,

For SUDAL INDUSTRIES LIMITED

Pooja Bangera

Pooja Bangera

Company Secretary & Compliance Officer



Enclosures:

1. Notice of the 38th Annual General Meeting (AGM)
2. Instructions for e-voting
3. Route Map





Notice

TO THE SHAREHOLDERS,

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of the Company will be held on Sunday, 24th September, 2017 at 03.00 P.M. at Hotel Hi 5, Plot No P-5 Ambad, MIDC Mumbai Nashik Highway, Nashik-422010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve, and adopt the Audited Balance Sheet as on 31st March, 2017, the Statement of Profit and Loss, and Cash Flow for the year ended on that date, and the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Mukesh V Ashar (DIN 06929024), who retires by rotation, and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to provision of Section 152 of Companies Act 2013, Shri Mukesh V Ashar (DIN 06929024), who retires by rotation in this meeting and being eligible has offered himself for reappointment, be and is hereby appointed as Director of Company."

3. To approve appointment of statutory auditors and fix their remuneration. In this regard, to consider, and if thought fit to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), M/s Bagaria & Co. LLP, Chartered Accountants, (Firm Registration Number:113447W/W-100019) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 38th Annual General Meeting till the conclusion of the 43rd Annual General Meeting subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS :

4. **Appointment of Ms. Chaitali Salgaonkar (DIN: 07762927) as an Independent Director**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including and statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Chaitali Salgaonkar (DIN 07762927), who was appointed as an Additional Director pursuant to the provision of Section 161 of the Companies Act, 2013 to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director along with requisite deposit be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years up to 23rd September, 2022 and that she shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.

5. **Re-Appointment of Mr. Mukesh V Ashar as Whole-Time Director**

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time

being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and, subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government in granting such approvals, sanctions and permissions, and pursuant to recommendation of the Nomination and Remuneration Committee of the Board, Mr. Mukesh V Ashar, who shall continue to be the Chief Financial Officer of the Company, in terms of the provisions of section 203(1) of the Act, be and is hereby appointed as the Whole –Time Director of the Company, with such remuneration as may be determined, for a period of Five years w.e.f. 8th December, 2017 to 7th December, 2022 on such terms and conditions, including remuneration to be set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (herein after referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said appointment and / or the remuneration as it may deem fit and as may be acceptable to Mr. Mukesh V Ashar, subject to the condition that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof."

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Mukesh V Ashar, as Whole – Time Director of the Company, he shall be paid such remunerations, at the same substantive level as specified herein above, however subject to limit specified in Part II, Section II of Schedule V of the Companies Act, 2013."

6. Re- Appointment of Mr. Sudarshan S Chokhani as Managing Director of the Company

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

"RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule V of the Act and, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and, subject to such approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any authorities, including the Central Government in granting such approvals, sanctions and permissions, approval of the Company, be and is hereby accorded to re-appoint Mr. Sudarshan S Chokhani(DIN 00243355), as the Managing Director of the Company for a period of five years w.e.f. 1st September, 2018 to 31st August, 2023, on such terms and conditions, including remuneration to be set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Director (herein after referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board), to alter and vary the terms and conditions of the said re-appointment and / or the remuneration as it may deem fit and as may be acceptable to Mr. Sudarshan S Chokhani, subject to the condition that it shall not exceed the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, during the currency of tenure of Mr. Sudarshan S Chokhani, as Managing Director of the Company, he shall be paid such remunerations, at the same substantive level as specified in explanatory statement, however subject to limit specified in accordance with Part II, Section II of Schedule V of the Companies Act, 2013."

Registered Office

A - 5, MIDC, Ambad Industrial Area,
Mumbai Nashik Highway, Nashik-422 010

By Order of the Board of Directors
For Sudal Industries Limited

Sd/-

Place: Mumbai

Date: 22nd August, 2017

Sudarshan S Chokhani
Managing Director
DIN: 00243355

**NOTES:**

- 1) The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to items of special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
- 2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER/S AS THE CASE MAY BE. THE INSTRUMENT APPOINTING THE PROXY DULY COMPLETED AND SIGNED SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A REQUISITION FOR INSPECTING PROXY MAY BE MADE BY ANY MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING AND SUCH REQUISITION SHALL BE MADE IN WRITING AND DEPOSITED WITH THE COMPANY ATLEAST 3 DAYS BEFORE THE COMMENCEMENT OF THE MEETING. SUCH INSPECTION SHALL BE PROVIDED DURING 24 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AND SHALL CONTINUE TILL THE CONCLUSION OF THE MEETING. INSPECTION SHALL BE ALLOWED BETWEEN 9.00 A.M. to 6.00 P.M. DURING SUCH PERIOD. IN CASE OF MEETING BEING ADJOURNED A FRESH REQUISITION SHALL BE LODGED WITH THE COMPANY WHERE ANY MEMBER DESIRES TO INSPECT THE PROXIES FOR SUCH ADJOURNED MEETING.
- 3) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total Share Capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 4) The Register of Members and the Share Transfer Books of the Company shall remain closed from 19th September, 2017 to 24th September, 2017(both days inclusive).
- 5) Members are requested to notify immediately any change in their address to their depository participants (DPs) in respect of shares held in Demat form; and to the Registrar and Transfer Agent of the Company, Link Intime (India) Private Limited at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083 in respect of shares held in physical form, quoting their folio numbers.
- 6) As members are aware, equity shares of the Company are traded mandatorily in electronic form for all shareholders. Members who still hold share in physical form may dematerialize the same. ISIN – allotted to the Company for this purpose is INE618D01015.
- 7) As per SEBI Circular No. MRD / DOP / Cir -05 / 2009 dated 20th May, 2009, it is mandatory to quote PAN No. for transfer of shares in physical form. Therefore the transferee(s) is required to submit the self attested PAN CARD copy to the Registrar and Share Transfer Agent of the Company for registration of transfer of shares.
- 8) Members desirous of availing the facility of nomination in respect of shares held by them may send their nomination in the prescribed Form No. SH-13 duly filled in, to the Company's Registrar and Share Transfer Agent, quoting their respective folio number/s, and giving details of share certificate number/s and distinctive number of shares. The form can be obtained from the Registrars and Share Transfer Agents or from the Company.
- 9) Members desirous of getting any information in relation to the Company's Annual Report 2016-17 are requested to address their query(ies) well in advance i.e. at least 10 days before the Meeting to the Company at Registered office to facilitate clarifications during the Meeting.
- 10) Unclaimed Dividend :

The shareholders who have not encashed their dividend warrants for the years 2009-10* onwards are requested to correspond with Link Intime India Private Limited (the Registrar and Transfer Agents) or Ms. Pooja R. Bangera, Company Secretary and Compliance Officer at the Company's Registered Office. As per Section 125 of the Companies Act, 2013, any money transferred by the Company to the Unpaid Dividend Account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to a fund called 'The Investor Education and Protection Fund' (IEPF) set up by the Central Government. No claims shall lie against the fund or the Company in respect of amount so transferred.

*Note: Members are requested to claim the unclaimed dividend by 24th September, 2017 for the year 2009-10.

11) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 21st September, 2017 on 9.00 A.M. and ends on 23rd September, 2017 on 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for



voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

SECTION C – COMMENCEMENT OF e - VOTING PERIOD AND OTHER e – VOTING INSTRUCTIONS:

1. The voting period begins on 21st September, 2017 on 9.00 A.M. and ends on 23rd September, 2017 on 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2017 may cast their vote electronically..The e-voting module shall be disabled by CDSL for voting thereafter.
2. The voting rights of Shareholders shall be in proportion in their Shares of the paid-up Equity Share Capital of the Company.
3. A person whose name appears in the register of Members/Beneficial Owners as on the cut-off date i.e. 18th September, 2017, only shall be entitled to avail the facility of e-voting as well as voting at the meeting.
4. Members who cast their vote by e-voting may attend the meeting but shall not be entitled to cast their vote again.
5. Shri Jayesh M. Shah, Practicing Company Secretary (Membership No : F5637) has been appointed as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

6. Copy of the notice has been placed on the website of the Company viz., www.sudal.in and the website of CDSL at www.evotingindia.com.
7. If you are holding Shares in Demat Form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login ID and password are to be used.
8. For Shareholders holding shares in physical form, the password and default number can be used only for e-voting on the resolutions given in the Notice.
9. If Demat Account holder has forgotten his password, then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.

10. FOR INSTITUTIONAL SHAREHOLDERS

- Institutional Shareholders (i.e., other than Individuals, HUF, NRI etc.,) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to hepldesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the System for the scrutinizer to verify the same.
11. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication (s) regarding CDSL e-voting system in future. The same may be used in case the Shareholder forgets the password and the same needs to be reset.
 12. The results of the e-voting will be announced by the Chairman of the Meeting on or after the 38th Annual General Meeting to be held on 24th September, 2017, The result of the Voting will be communicated to the Stock Exchange and will be placed on the website of the Company www.sudal.co.in
 13. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com

Annexure to Notice

EXPLANATORY STATEMENT pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts pertaining to the Special Business.

Item No. 4 :

As per the provisions of Section 149(4) of the Companies Act, 2013 the Board of Directors of every listed Company shall have atleast one third of the total number of directors as Independent Directors and an Independent Director can hold office for a term of upto five consecutive years. In the opinion of the Board, Ms. Chaitali Salgaonkar (DIN 07762927), who was appointed as Additional (Independent) Director, fulfills the conditions for 'Independence' specified under the Companies Act, 2013 for such appointment. She is a member of the Institute of Company Secretaries of India and has experience in the field of Legal and Secretarial matters.

The Company has received a Notice in writing from a member of the Company along with the deposit of ₹ 100,000/- as per the provisions of Section 160 of the Companies Act, 2013, signifying it's intention to propose the candidature for the office of Director of the Company.

Pursuant to the provisions of the above referred Section it would be necessary to seek the approval of members for appointment of Independent Director.

The copies of the Notice as aforesaid, and a copy of draft letters of appointment of the aforesaid Director, setting out the terms and conditions of appointment would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting and the said documents shall also be placed at the meeting.

The Board recommends the resolution as set out in Item No. 4 of the Notice to the Members for their acceptance.

Save and except Ms. Chaitali Salgaonkar no other Directors, Promoters and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 5 :

The Members at the Thirty Sixth Annual General Meeting held on 26th September, 2015, had approved the appointment of Mr. Mukesh V Ashar as Whole-Time Director of the Company for a period of five years w.e.f. 08th December, 2014 to 07th December, 2017.

The term of 3 years of Mr. Mukesh V Ashar is expiring on 7th December, 2017. Considering the capabilities possessed by Mr. Mukesh V Ashar to handle the responsibilities of the Whole-Time Director, the Board of Directors of the Company at its meeting held on 22nd August, 2017, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved re-appointment of Mr. Mukesh V Ashar as the Whole-Time Director for a period of Five years w.e.f 8th December, 2017 to 7th December, 2022.

The Whole-Time Director shall also be a Key Managerial Personnel under the provisions of section 203(1) of the Act.

Mr. Mukesh V Ashar is presently the Chief Financial Officer of the Company and is associated with the Company since last 30 Years. He is a member of the Institute of Chartered Accountant of India and possesses sound knowledge of Accounting, Taxation, Banking, as well as other domain, such as marketing and business development. The Board of Directors of your Company, after considering his Qualifications, experience and overall industry exposure, and responsibilities to be undertaken by him, including acting as the Occupier of the Company's factory, in terms of the provision of Section 2(n) of the Factories Act, 1948, it is thought fit to appoint Mr. Mukesh V Ashar as Whole Time Director of the Company for a period of five years 8th December, 2017 to 7th December, 2022 and who shall continue to be the Chief Financial Officer of the Company.

The terms and Remuneration payable to Mr. Mukesh V Ashar, Whole Time Director are set out below;



PARTICULARS	AMOUNT
Gross Salary	657352 Per Annum
LTA	33913 Per Annum
Medical	16956 Per Annum
Bonus	11400 Per annum
Total	709621 Per Annum

Other Perquisites

1. Gratuity payable in accordance with the rules of the Company or as the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the computation of the limits for the remuneration or perquisites.
2. Reimbursement of all entertainment and traveling and out of pocket expenses actually and properly incurred for the business purpose of the Company.

Other Terms

1. The Whole Time Director shall not be entitled to receive the Directors sitting fees for attending the meetings of the Board of Directors or any committee thereof as appointed by the Board or under any statute.
2. The Pecuniary relationship of the Whole Time Director is to the extent of the transactions being carried out with related parties in the ordinary course of business.

Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. Mukesh V Ashar, Whole Time Director of the Company is placed before the members in the Thirty Eighth Annual General Meeting of the Company for seeking approval.

Your Directors recommend the Resolution at Item No. 5 as special Resolution for approval of members.

Apart from Mr. Mukesh V Ashar, Whole Time Director, who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, deemed to be concerned or interested in Resolution No. 5 of the Notice.

Considering the loss during the year, the remuneration proposed is within the prescribed limit of Part II, Section II (A) (ii) of Schedule V of the Companies Act, 2013.

Further the additional information as required by Part II, Section II of schedule V to the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

1. Nature of Business : The Company is engaged in the business of Manufacturing and Supply of Sophisticated Aluminum Extrusions since past 38 years.
2. Date of Commencement of Commercial Production : The Company started commercial production from May, 1980.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
4. Financial Performance based on given indicators – as per the audited financial results for the year ended 31st March, 2017 :

PARTICULARS	Rs. In Lakhs
Total Revenue from Operations	8414.70
Net Profit / (Loss) as per Profit and Loss Account (after tax)	(692.49)
Net Worth	168.42
Effective Capital as per Part II Section II of Schedule V to the Companies Act, 2013	629.33

5. Foreign Investments or collaborations, if any : The Company has not entered into any foreign collaboration. The company has not made any foreign Investments.

II. INFORMATION ABOUT THE APPOINTEE

- Background details : Mr. Mukesh V Ashar, age 63 years is a member of the Institute of Chartered Accountants of India and is presently the Chief Financial Officer of the Company. He joined the organization as Finance Manager on 1 January 1987. With his hard work, dedication, drive to achieve goals he was rewarded by the management with a promotion and was designated as the Vice –President Corporate Affairs w.e.f 1 November, 1994. Looking at his sound knowledge, commitment, experience, and over all industrial exposure the management considered him as an asset to the organization and thereby appointed him as the Chief Financial Officer of the Company w.e.f. 1st January, 2009. Mr. Mukesh V Ashar is associated with the Organization for more than 30 years. He has vast experience in the field of Accounting, Taxation, Banking and Finance as well as in the field of marketing and business development.
- Date of First Appointment on the Board : 8th December, 2014.
- Past Remuneration : Salary paid for the period 1st April, 2016 to 31st March, 2017 – 6.83 Lakhs
- Shareholding in the Company : 15,23,087 Equity Shares (20.67%)
- No. of Meeting of the Board Attended for the F.Y. 2016-17 : The Board of Directors of the Company met on four occasions and he was present for all the meetings of the Board.
- Recognition or awards : None
- Job Profile and his suitability : Mr. Mukesh V Ashar looks after the entire domain of Accounting, taxation and Banking & Finance. He also assists the marketing and business development team in taking key strategic and marketing decision. He will also be involved in taking key business decisions with the Senior Management of the Company. Taking into account his qualification and expertise in the domain of Accounting, Taxation and Banking & Finance, he is best suited for the aforementioned role.
- Remuneration proposed : Rs. 53,946 per month plus perquisites and allowances as set above.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person: Taking into consideration the size of the organization, the profile of Mr. Mukesh V Ashar, the responsibilities shouldered by him and the Industry Benchmark, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterparts in other Companies.
- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any : Besides the remuneration proposed to be paid to him, there is no pecuniary relationship of Mr. Mukesh V Ashar or any of his relative.

III. OTHER INFORMATION

- Reason of Loss or inadequate profits :

Following are the reasons for loss for the F.Y. 2016 -17:-

- Uncertainty in demand



- Increase in Finance Cost
 - Steep increase in electricity and fuel prices.
 - High volatility in price of raw materials.
 - Higher working Capital requirement.
2. Steps taken or proposed to be taken for improvement :
- To minimize the impact of increasing input cost, your Company has launched a number of containment actions and cost reduction drives to enhance internal efficiencies and improve operational excellence.
 - Your Company has taken conscious decisions to improve its EBDIT margins and not chase top line growth.
3. Expected increase in productivity and profits in measurable terms :

Productivity is expected to reach about 5500 MT* approx. and profitability is expected to be Rs. 2.00 cr* approx.

* The expected productivity and profitability is subject to economic conditions and price volatility.

Item No. 6 :

The Members at the Thirty Sixth Annual General Meeting held on 26th September, 2015, had approved the appointment of Mr. Sudarshan S Chokhani as Managing Director of the Company for a period of three years w.e.f. 1st September, 2015 to 31st August, 2018. The term of 3 years of Mr. Sudarshan S Chokhani is expiring on 31 August, 2018. Considering the growth in the operations of the Company, the ambitious growth plans for the future, the industry standards and the responsibilities borne by the Managing Director, the Board of Directors of the Company at its meeting held on 22nd August, 2017, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members, approved re-appointment of Mr. Sudarshan S Chokhani as the Managing Director for a period of Five years w.e.f. 1st September, 2018 to 31st August, 2023. The Managing Director shall also be a Key Managerial Personnel under the provisions of section 203(1) of the Act.

The terms of appointment and Remuneration payable to Mr. Sudarshan S Chokhani, Managing Director, are set out below:

Period	1 September, 2018 to 31 August, 2023
Salary	Up to 3,50,000 / - Per Month
Commission	Such amount which together with the Annual Salary and perquisites, will not exceed 5% of the Net Profit as computed under Section 198 of the Act at the end of each financial year during the tenure of the Managing Director.

Other Perquisites

1. Gratuity payable in accordance with the rules of the Company or as per the Gratuity Act amended from time to time, and the value of such benefits shall not be included in the Computation of limits for the remuneration or perquisites.
2. Free use of the Company's car for business and free telephone facility at residence are not considered as perquisites. No personal long distance calls on telephone are allowed.
3. Re-imbursment of all entertainment and traveling and out of pocket expenses actually and properly incurred for the business purpose of the Company.

Other Terms

1. The Managing Director shall not be entitled to receive the Directors Sitting Fees for attending the meetings of the Board of Directors or any Committee thereof as appointed by the Board or any statute.
2. If at any time the Managing Director ceases to be a Director of the Company due to any reason or cause, he shall cease to be the Managing Director in terms of the agreement.
3. The either party can terminate the arrangement by giving the other party notice of three months. Pursuant to the provisions of Section 196, 197 and 203 of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the Remuneration payable to Mr. Sudarshan S Chokhani, Managing Director of the Company is placed before the members in the Thirty Eighth Annual General Meeting of the Company .

Your Directors recommend the Resolution at Item No. 6 as special resolution for the approval of the members.

Apart from Mr. Shyantanu S Chokhani, Non - Executive Director (Related) and Mr. Sudarshan S Chokhani, Managing Director, who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, deemed to be concerned or interested in this item of business.

Considering the loss during the year, the remuneration proposed is within the prescribed limit of Part II, Section II (A) (ii) of Schedule V of the Companies Act, 2013.

Further the additional information as required by Part II, Section II of schedule V of the Act is given below :

I. GENERAL INFORMATION

1. Nature of Business : The Company is engaged in the business of Manufacturing and Supply of Sophisticated Aluminum Extrusions since past 38 years.
2. Date of Commencement of Commercial Production : The Company started commercial production from May, 1980.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
4. Financial Performance based on given indicators - as per the audited financial results for the year ended 31st March, 2017 :

PARTICULARS	In Lakhs
Total Revenue from Operations	8414.70
Net Profit / (Loss) as per Profit and Loss Account (after tax)	(692.49)
Net Worth	168.42
Effective Capital as per Part II Section II of Schedule V to the Companies Act, 2013	629.33

5. Foreign Investments or collaborations, if any : The Company has not entered into any foreign collaboration. The company has not made any foreign Investments.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details : Mr. Sudarshan S Chokhani age 63 years is a Bachelor in Commerce and completed further studies in EDP from Mumbai University. He is associated with the Company, right from its incorporation in August 1979 and has played an instrumental role in all phases, since the time of setting up of the project of manufacturing aluminum extrusions, till date. He possesses sound knowledge and rich experience of more than 38 years in the field of Aluminum.



2. Date of First Appointment on the Board : 8th August, 1979
3. Past Remuneration for the Year 2016-17 : 42 Lakhs (3.50 Lakhs Per Month)
4. Shareholding in the Company : 15,23,087 Equity Shares (20.67%)
5. No. of Meeting of the Board Attended for the F.Y. 2016-17 : During the year the Board of Directors of the Company met on four occasions and Mr. Sudarshan S Chokhani was present for three meetings of the Board.
6. Recognition or awards : None
7. Job Profile and his suitability : Mr. Sudarshan S Chokhani, Managing Director is responsible for day to day management of the Company, subject to overall superintendence, control and supervision of the Board of Directors. Taking into consideration his qualification, expertise, sound knowledge and rich experience of more than 38 years in the field of aluminum, the Managing Director is best suited for the responsibilities of current assigned role.
8. Remuneration proposed : 3.50 Lakhs per month, (42 Lakhs Per Annum) plus perquisites and allowances as set above.
9. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person : Taking into consideration the Size of the Company, the profile of Mr. Sudarshan S Chokhani, the responsibilities shouldered by him and the industry benchmark, the remuneration proposed to be paid is in commensurate with the remuneration packages paid to similar senior level counterpart(s) in other Companies.
10. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any : Mr. Sudarshan S Chokhani is also the Promoter of the Company. He is the father of Mr. Shyantanu S Chokhani (Non-Executive Director). Besides the remuneration proposed to be paid to him, the pecuniary relationship of the Managing Director is to the extent of the transactions carried out with related parties, in the ordinary course of business.

III. OTHER INFORMATION

1. Reason of Loss or inadequate profits :

Following are the reasons for loss for the F.Y. 2016-17 :

- Uncertainty in Demand
- Increase in Finance Cost
- Steep increase in electricity and fuel prices.
- High volatility in price of raw materials.
- Higher working Capital requirement.

2. Steps taken or proposed to be taken for improvement :

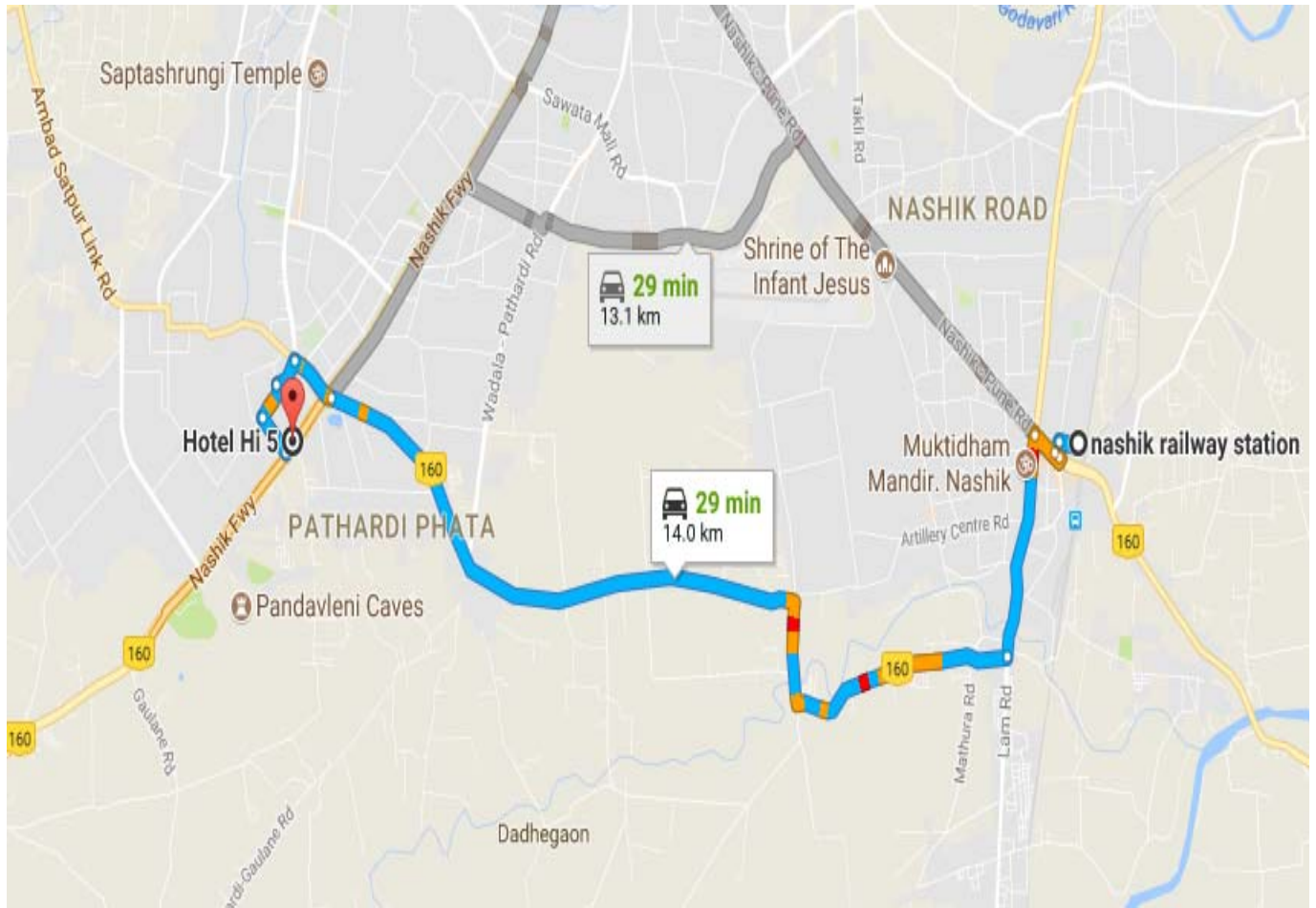
- To minimize the impact of increasing input cost, your company has launched a number of containment actions and cost reduction drives to enhance internal efficiencies and improve operational excellence.
- Your company has taken conscious decisions to improve its EBDIT margins and not chase top line growth.

3. Expected increase in productivity and profits in measurable terms :

Productivity is expected to reach about 5500 MT* approx. and profitability is expected to be Rs. 2.00 cr* approx.

* The expected productivity and profitability is subject to economic conditions and price volatility.

AGM, Route Map, Hotel Hi 5, Nashik





Sudal Industries Limited

CIN: L21541MH1979PLC021541

Registered Office: A – 5, MIDC, Ambad Industrial Area, Mumbai Nashik Highway, Nashik – 422010,

Maharashtra Phone: Tel: 91-22-61577100/177, Fax: 91-22-22022893

Email: cs@sudal.co.in Website: www.sudal.co.in

ATTENDANCE SLIP

38th Annual General Meeting on Sunday, 24th September, 2017 at 3:00 P.M

Serial No. _____

Registered Folio No./DP ID/Client ID	
No. of Shares	
Name and address of the Member(s)	
Joint Holder 1	
Joint Holder 2	

I/We hereby record my/our presence at the **Thirty Eighth Annual General Meeting** of the Company to be held on Sunday, **24th September, 2017** at 3.00 P.M. at Hotel Hi 5 Plot No P-5, MIDC Mumbai Nashik Highway, Nashik-422010

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

Please hand it over at the Attendance Verification Counter at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM

_____ cut here _____

Note: Please read carefully the instructions given in the Notice for voting through the e-voting platform. The voting period begins on Thursday, 21st September, 2017 at 09.00 A.M. (IST) and ends on Saturday 23rd September, 2017 at 5.00 P.M. (IST). The voting module shall be disabled by CDSL for voting thereafter.

EVSN (Electronic Voting Sequence Number)	*Default PAN
170826008	

*Only Member who have not updated their PAN with Company / Depository Participant shall use default PAN in the Pan Field.