



# NOTICE

## TO THE SHAREHOLDERS,

**Notice** is hereby given that the Thirty Ninth Annual General Meeting of the Members of **Sudal Industries Limited** will be held on Saturday, **29<sup>th</sup> September, 2018** at 3:00 P.M. at Hotel HI 5, Plot No P-5, Ambad, MIDC Mumbai Nashik High Way Nashik 422010, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Sudarshan S Chokhani (DIN: 00243355), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Ratification of Remuneration payable to Cost Auditor

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

**RESOLVED THAT** pursuant to the provision of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation of the Audit Committees subject to approval of Share Holders and as per the recommendation of Audit Committee the consent of Board be and hereby accorded for appointment of M/s Hemant Shah & Associates, Cost Accountants Firm Registration No. 000394 as a Cost Auditor of the Company for the Financial Year 2018-2019 for a consolidated Remuneration of Rs70000/- (Rupees Seventy Thousand Only) plus applicable Taxes and reimbursement of out of pocket expenses at actuals.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to file the relevant e- Form with registrar of Companies, (ROC) as required under the Companies Act, 2013 and the rules made thereunder and to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.

#### Registered Office

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

For and on behalf of the Board of Directors  
**For Sudal Industries Limited**

Sd/-

Place: Mumbai

Date: 3<sup>rd</sup> July, 2018

**Sudarshan Chokhai**  
**Managing Director**  
**DIN: 00243355**



**NOTES:**

- A) A statement setting out the material facts relating to special business to be transacted at the meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed here to. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, in respect of Director seeking appointment/reappointment at the Annual General Meeting is furnished as annexure A to the notice.
- B) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOTLESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the Total Share Capital of the Company carrying voting rights. Member holding more than 10% 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 member.
- C) Corporate Members intending to send their representative to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
- D) Only bonafide members of the Company whose names appear on the register of member /proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting.
- E) In case of joint holders attending the Meeting, any such joint holder who is higher in the order of names will be entitled to vote.
- F) The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are M/s. Link Intime (India) Private Limited having their registered office at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083.
- G) Members, who wish to seek clarification on accounts, are requested to address their queries to the Registered Office of the Company at least seven days prior to the date of Annual General Meeting, to enable the Management to make available the relevant information at the Annual General Meeting, to the extent possible.
- H) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- I) A brief resume of Directors proposed to be appointed/re-appointed at the Annual General Meeting, as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings is annexed hereto.
- J) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- K) Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form SH-13 duly filled in to M/s. Link Intime (India) Private Limited at the above mentioned address. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility.
- L) Members are requested to:
- intimate to the Company's Registrar and Transfer Agents, M/s. Link Intime (India) Private Limited at the above mentioned address, of changes if any, in the registered address at an early date, in case of shares held in physical form;
  - intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialized form;
  - send their email ID's to the Registrar and Share Transfer Agent of the Company / to the Company (for members holding shares in physical form);
  - send / update their email ID's to the Depository Participant / Registrar and Share Transfer Agent of the Company (for members holding shares in Demat Form);
  - quote their Folio numbers/Client ID/DP ID in all their correspondences;



- T) Mr. Jayesh Shah, Practising Company Secretary (Membership No. FCS 5637), Partner, M/s Rathi & Associates, Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same.

The Scrutinizer shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make not later than forty-eight (48) hours from the conclusion of the voting at the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

Based on the Scrutinizer's Report received on Remote e-voting and voting at the meeting, the Chairman or any other Director so authorized will declare the results of the voting forthwith. The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.sudal.co.in](http://www.sudal.co.in) and will be communicated to BSE Limited, immediately after the result is declared. The same shall also be placed on the website of CDSL.

- U) Route Map providing directions to reach the venue of the Meeting is given at the end of this Notice as per the requirement of Secretarial Standards -2 on General Meetings.
- V) Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent in respect of shares held in physical form and with respective Depository Participants ('DP') where the shares are held in dematerialized form. Shareholders holding shares in physical form can send their email address for registration to the Company's Registrar and Transfer Agent quoting the Folio Number and Name.
- W) All documents referred to in the accompanying Notice will remain open for inspection at the Registered Office of the Company during normal business hours (9.30 A.M. to 6.00 P.M.) on all working days up to and including the date of the Annual General Meeting of the Company.

For and on behalf of the Board of Directors

Sd/-

Place: Mumbai  
Date: 3<sup>rd</sup> July, 2018

**Sudarshan S Chokhani**  
Managing Director  
DIN: 00243355

**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO 3**

The Board of Directors of the Company, on recommendation of Audit Committee, had approved the appointment of M/s Hemant Shah & Associates, Cost Accountants (Firm Registration No 000394 ) as the Cost Auditor of the Company to conduct the audit of the cost accounts maintained by the Company for Financial year(s) ending 31<sup>st</sup> March, 2019.

In accordance with the provision of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditor Rule), 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing the Ordinary Resolutions as set out at Item No 3 of the Notice for ratification of the remuneration payable to Cost Auditors for the financial year 2018-19.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed Resolution as set out in the Notice.

The Board recommends the Resolution as set out in the Notice for approval of the Members of the Company

For and on behalf of the Board of Directors  
Sd/-

Place: Mumbai  
Date: 3<sup>rd</sup> July, 2018

**Sudarshan S Chokhani**  
Managing Director  
DIN: 00243355





## Annexure A

**Details of Directors seeking appointment at the Annual General Meeting:**

**Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings**

<b>Name of the Director</b>	<b>Mr. Sudarshan Shriram Chokhani</b>
<b>DIN</b>	00243355
<b>Father's name</b>	Mr. Shriram Chhaganlal Chokhani
<b>Date of Birth</b>	22 <sup>nd</sup> June, 1954
<b>Age</b>	64 years
<b>Present residential address</b>	23 Maheshwari Mansion, 34 Nepeansea Road, Mumbai – 400 036
<b>Qualification</b>	B.Com, EDP
<b>Experience/expertise in specific functional areas</b>	More than 40 years in the business of aluminium products
<b>Terms and conditions of re-appointment</b>	Mr. Sudarshan S Chokhani is the Managing Director of the Company and liable to retire by rotation.
<b>Details of remuneration</b>	Rs. 4,200,000/-
<b>Date of first appointment on the Board</b>	01 <sup>st</sup> September, 2015
<b>Shareholding in the Company</b>	1,533,587(20.81%)
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Mr. Sudarshan S Chokhani is father of Mr. Shyantanu S Chokhani
<b>Number of Meetings of the Board attended during the Financial Year 17-18</b>	All Board meetings attended held during the year.
<b>Directorship in other Companies</b>	<b>Private Companies:</b> • Sudal Enterprises Private Limited
<b>Membership/Chairmanship of the committees of other companies (consists membership/ chairmanship of Audit Committee, Nomination and Remuneration Committee &amp; Stakeholders' Relationship Committee)</b>	NA