

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

1st October, 2018

To,
The Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Scrip Code: 506003

Ref: Details of Voting Results of the 39th Annual General Meeting

Subject: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Dear Sir(s),

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are enclosing herewith the voting results of the 39th Annual General Meeting of the Company held on September 29, 2018 in the format prescribed along with the Report of the Scrutinizer and the Results declared by the Company.

Kindly take the same on record.

Thanking You,

Regards,
For Sudal Industries Limited

Sudarshan Chokhani

Sudarshan Chokhani

Managing Director

DIN: 00243355



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

1st October, 2018

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 506003

Subject: Declaration of results of the e-voting/ Ballot forms on resolutions set out in notice of 39th Annual General Meeting held on 29th September, 2018

Dear Sir/ Madam,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 39th Annual General Meeting ('AGM') of the Company was convened on 29th September, 2018 at Hotel HI 5, Plot No P-5, Ambad, MIDC Mumbai Nashik High Way, Nashik – 422 010 at 3.00 P.M to seek the approval of members on the resolutions contained in Notice of 39th AGM dated 3rd July, 2018.

In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, **Sudal Industries Limited** ('the Company') provided e-voting facility and also facility of voting through physical Ballot forms at the Notice of 39th Annual General Meeting.

Members voted through e-voting platform till 5.00 p.m. of September 28, 2018 (upto 5.00 p.m.) being the last date fixed for e-voting have been considered by the Scrutinizer. Further, to enable those members who could not vote through e-voting or Ballot forms, physical Ballot forms were distributed at the 39th AGM held on September 29, 2018, . The Board has appointed Mr. Jayesh Shah, Practising Company Secretary, Partner of M/s. Rathi & Associates, Practising Company Secretaries as a scrutinizer to scrutinize the voting processes for the 39th AGM of the Company in a fair and transparent manner.

Based on the scrutinizers Report dated 1st October, 2018, *I hereby declare that all the 3 (Three) resolutions, as set out in the Notice of 39th AGM of the Company* held on



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

September 29, 2018, have been duly passed with requisite majority, the details of which are specified herein below:

Item No.	Particulars	% votes in favour (Assent)	% votes against (Dissent)	Passed as
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, together with the Reports of the Board of Directors' and Auditors' thereon.	100.00	0.00	Ordinary Resolution
2.	Appointment of Director in place of Mr. Sudarshan Chokhani (DIN: 00243355) who retires by rotation and being eligible offers himself for re-appointment.	100.00	0.00	Ordinary Resolution
3.	Approval to remuneration payable to M/s. Hemant Shah & Associates, Cost Accountants Firm Registration No.113447W/W-100019 as a Cost Auditor of the Company for the year 2018-19.	100.00	0.00	Ordinary Resolution

The Scrutinizers' Report on the voting process conducted for the 39th AGM is annexed herewith.

For Sudal Industries Limited

Sudarshan Chokhani
Sudarshan Chokhani

Managing Director

DIN: 00243355

Encl: As above.



Sudal Industries Limited

1 - Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

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	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		4643000	100.0000	4643000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		4643000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		4643000	100.0000	4643000	0	100.0000	0.0000	0
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
		50							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting		16286	0.5977	16286	0	100.0000	0.0000	0
	Poll		347	0.0127	347	0	100.0000	0.0000	0
		2724768							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		16633	0.6104	16633	0	100.0000	0.0000	0
Total		7367818	4659633	63.2431	4659633	0	100.0000	0.0000	0

Sudal Industries Limited

2 - Appointment of Director in place of Mr. Sudarshan Chokhani (DIN: 00243355) who retires by rotation and being eligible offers himself for re-appointment.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	% of Votes Polled			% of Votes in			No. of votes Invalid [8]	
		No. of shares held [1]	No. of votes polled [2]	on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]=([4]/[2])*100		% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		4643000	100.0000	4643000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	4643000	0	0.0000	0	0	0.0000	0.0000	0
	Total		4643000	100.0000	4643000	0	100.0000	0.0000	0
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll	50	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting		16286	0.5977	16286	0	100.0000	0.0000	0
	Poll		347	0.0127	347	0	100.0000	0.0000	0
	Postal Ballot	2724768	0	0.0000	0	0	0.0000	0.0000	0
	Total		16633	0.6104	16633	0	100.0000	0.0000	0
Total		7367818	4659633	63.2431	4659633	0	100.0000	0.0000	0

Sudal Industries Limited

3 - Ratification of Remuneration payable to Cost Auditor ICAI Firm
Registration No.113447W/W-100019

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

Category	Mode of Voting	% of Votes Polled			% of Votes in			No. of votes Invalid [8]	
		No. of shares held [1]	No. of votes polled [2]	on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	favour on votes polled [6]={[4]/[2]}*100		% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting		4643000	100.0000	4643000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	4643000	0	0.0000	0	0	0.0000	0.0000	0
	Total		4643000	100.0000	4643000	0	100.0000	0.0000	0
Public Institutions	E-Voting		0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot	50	0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Non Institutions	E-Voting		16286	0.5977	16286	0	100.0000	0.0000	0
	Poll		347	0.0127	347	0	100.0000	0.0000	0
	Postal Ballot	2724768	0	0.0000	0	0	0.0000	0.0000	0
	Total		16633	0.6104	16633	0	100.0000	0.0000	0
Total		7367818	4659633	63.2431	4659633	0	100.0000	0.0000	0

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

1st October, 2018

The Chairman
Sudal Industries Limited
A-5 MIDC, Ambad Industril Estate,
Mumbai Nashik Highway,
Nashik - 422010

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and physical voting through ballot process conducted at the 39th Annual General Meeting of the Members of Sudal Industries Limited held on 29th September, 2018:

Sudal Industries Limited ('the Company') vide resolution of its Board of Directors dated 3rd July, 2018 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 39th Annual General Meeting ('AGM') held on Saturday, 29th September, 2018 on the resolutions contained in the Notice dated 3rd July, 2018 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-



voting and physical voting by ballots on the resolutions contained in the aforesaid Notice of the 39th Annual General Meeting ('AGM') of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ('CDSL') the agency engaged by the Company to provide remote e-voting facility prior to the AGM and physical voting through ballot papers at the AGM as provided by Link Intime (India) Private limited, the Company's Registrar and Share Transfer Agent (RTA).

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by speed post and e-mail), for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an **Ordinary Resolution** for adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. **Resolution No. 2** as an **Ordinary Resolution** for re-appointment of Mr. Sudarshan S Chokhani (DIN: 00243355) as Director of the Company, who retired by rotation and being eligible, offered himself for re- appointment.
3. **Resolution No.3** as an **Ordinary Resolution** for ratification of remuneration payable to M/s. Hemant Shah & Associates, Cost Accountants Firm Registration No.113447W/W-100019 as Cost Auditors of the Company for the Financial Year 2018-2019

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available physical ballots at the venue of the 39th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 09.00 a.m. of Wednesday, 26th September, 2018 upto 5.00 p.m. of



Friday, 28th September, 2018. Accordingly, e-votes cast upto 5.00 p.m. of 28th September, 2018 have been considered for my scrutiny.

The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Darsh Shah and Ms. Radhika Khatod.

After the conclusion of the 39th Annual General Meeting, the voting was conducted through physical ballots at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company, namely Mr. Anil Gabria and Ms. Chetana Dulla.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 39th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 39th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company who has countersigned here under in token thereof.

Thanking you,

Yours sincerely,
For Rathi & Associates
Company Secretaries


Jayesh Shah
Partner
FCS NO.5637
COP NO. 2535



ANNEXURE

The summary of the votes cast through physical ballots and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution No. 1 as an Ordinary Resolution for adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of ballots/ Remote voting	No. of Shares voted
a.	Votes cast through ballots	7	347
b.	Remote e-voting confirmations received	14	4,659,286
	Total	21	4,659,633
c.	Less: Invalid ballots/Remote e-voting confirmations	0	0
d.	Net valid ballots/Remote e-voting confirmations	21	4,659,633
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	21	4,659,633
	% of Assent		100.00
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent		0.00



Resolution No. 2 as an Ordinary Resolution for re-appointment of Mr. Sudarshan S Chokhani (DIN: 00243355) as Director of the Company, who retired by rotation and being eligible, had offered himself for re- appointment.

Sr. No.	Particulars	Resolution 2	
		No. of Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	14	347
b.	Remote e-voting confirmations received	7	4,659,286
	Total	21	4,659,633
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	21	4,659,633
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	21	4,659,633
	% of Assent		100.00
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00



Resolution No. 3 as an **Ordinary Resolution** for ratification of remuneration payable to M/s. Hemant Shah & Associates, Cost Accountants Firm Registration No.113447W/W-100019 as a Cost Auditor of the Company for the financial year 2018-19.

Sr. No.	Particulars	Resolution 3	
		No. of Remote Voting	No. of Shares voted
a.	Votes cast through ballot papers	14	347
b.	Remote e-voting confirmations received	7	4,659,286
	Total	21	4,659,633
c.	Less: Invalid Ballot papers/ Remote e-voting confirmations	0	0
d.	Net Valid Ballot papers / Remote e-Voting confirmations	21	4,659,633
(i)	Ballot papers/ Remote e-voting with assent for the Resolution	21	4,659,633
	% of Assent		100.00
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	0	0
	% of Dissent		0.00

