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: 27th June, 2016



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 37th Annual General Meeting. This will also be placed on our website www.sudal.in.

This is for your information and records.



Yours Sincerely,

For SUDAL INDUSTRIES LIMITED

20 1489,

Pooja Bangera

Company Secretary & Compliance Officer

MUMBAL

#### Enclosures:

- Notice of the 37<sup>th</sup> Annual General Meeting (AGM)
- · Instructions for e-voting
- · Proxy Form
- Attendance Slip

## **Notice**

#### TO THE SHAREHOLDERS,

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the Members of the Company will be held on Sunday, 24<sup>th</sup> July, 2016 at 3.00 P.M. at Hotel Seven Heaven, Mumbai Agra Road, Opp. Mahindra House, Pathardi Phata, Nashik – 422 010 to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider, approve, and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2016, 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. Shyantanu S Chokhani (DIN 02444142), who retires by rotation, and being eligible, offers himself for re-appointment.
- 3. To approve ratification of 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 the appointment of M/s Lodha & Co., Chartered Accountants, (Firm Reg No. 301051E), registered with ICAI, who were appointed as Statutory Auditors of the Company, to hold office from the conclusion of 35<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company be and is hereby ratified for the Financial Year 2016-17 and, the Board of Directors be and is hereby authorised to fix such remuneration for the Financial Year 2016-17, as may be determined by the Audit Committee in consultation with the Auditors."

#### **SPECIAL BUSINESS:**

#### 4. Appointment of Ms. Vedika Gupta 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 thereunder (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. Vedika Gupta (DIN 07344836), 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 23<sup>rd</sup> July, 2021 and that she shall not be liable to retire by rotation as stipulated under Section 149(13) of the Companies Act, 2013.

#### 5. Remuneration 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 provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as per the recommendation of the Audit Committee, payment of remuneration to Shri Hemant V Shah, Cost Accountants (Membership No. M/7839) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 of ₹ 60,000/- (Sixty Thousand Only) be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### **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/-

Sudarshan S Chokhani Managing Director DIN: 00243355

Place: Mumbai Date: 14th May, 2016

### **Sudal Industries Limited**

CIN: L21541MH1979PLC021541

#### **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 ENTITLE 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 19<sup>th</sup> July, 2016 to 24<sup>th</sup> July, 2016 (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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400 078 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 20<sup>th</sup> 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 website of the Company at www.sudal.in.
- 9) Members desirous of getting any information in relation to the Company's Annual Report 2015-16 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) The instructions for members for voting electronically are as under

SECTION A : e -VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN DEMAT FORM			
EVSN	:	160615003	
Step 1	:	Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com	
Step 2	:	Click on " Shareholders/Members" to cast your vote(s)	
Step 3	:	Select the Electronic Voting Sequence Number – "EVSN" along with "SUDAL INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"	

	SE	CTION A – E-VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN DEMAT FORM	
Step 4	:	Fill up the Following details in the appropriate boxes (also refer Section C (7), below)	
User–ID	:	a) For account holders in CDSL : Your 16 digit beneficiary ID b) For account holders in NSDL : Your 8 characters DP ID and followed by 8 digits Client ID	
Character Displayed	:	Please enter the 'Character Displayed' in the Box provided for the same and click login.	
PAN	:	Enter your 10 digits alpha-numeric PAN issued by the Income Tax Department. Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on attendance slip, in the PAN field.	
DOB*	:	Enter the date of birth recorded in the Demat Account or registered with the Company for the Demat Account in DD/MM/YYYY format	
DIVIDEND BANK DETAILS*	:	Enter your dividend bank details (Account Number) recorded in the Demat Account or registered with the Company for the Demat Account. In absence of Bank Details, you may enter number of shares held by you as on Cut – Off Date.	
* Any one of in to the acco		details DOB or DIVIDEND BANK DETAILS or NUMBER OF SHARES held by you should be entered for logging .	
Step 5	:	After entering these details appropriately, click on "SUBMIT" tab.	
Step 6		Shareholders 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 resolution 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 password with any other person and take utmost care to keep your password confidential. Please also refer to Section C (7) below	
Step 7	:	Click on the relevant EVSN on which you choose to vote.	
Step 8	:	On the voting page, you will see resolution description and against the same, the option "YES / NO" for voting. Select the relevant option as desired YES or NO and click on "SUBMIT".	
Step 9:		Click on Resolution File link if you wish to view the Notice	
Step 10 :		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.	
Step 11 :		Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote	

## **Sudal Industries Limited**

CIN: L21541MH1979PLC021541

SECTION B – E-VOTING PROCESS – SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM			
	160615003		
	Open your web browser during the voting period and log on to the e-voting website <a href="https://www.evotingindia.com">www.evotingindia.com</a>		
	Click on " Shareholders/Members" to cast your vote(s)		
	Select the Electronic Voting Sequence Number – "EVSN" along with "SUDAL INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"		
	Now fill the Following details in the appropriate boxes		
:	Folio Number registered with the Company		
:	Please enter the 'Character Displayed' in the BOX provided for the same and click on login.		
	Enter your 10 digits alpha numeric PAN issued by the Income Tax Department. Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on Attendance slip, in the PAN field.		
	Enter the date of birth recorded in the Demat Account or registered with the Company for the Demat Account in DD/MM/YYYY format		
	Enter your dividend bank details (Account Number) recorded in the Demat Account or registered with the Company for the Demat Account. In absence of Bank Details, you may enter number of shares held by you as on Cut – Off Date.		
* Any one of the details DOB or DIVIDEND BANK DETAILS or NUMBER OF SHARES held by you should be entered for logging in to the account.			
	After entering these details appropriately, click on "SUBMIT" tab.		
	You will then reach directly to the Company Selection Screen / Voting Screen.		
	: :		

For next steps, please refer to Step 7 to Step 11 as mentioned in Section A above.

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

- 1. The e-Voting period commences on 21<sup>st</sup> July, 2016 (at 9.00 A.M.) and shall end on 23<sup>rd</sup> July, 2016 (at 5.00 P.M.). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Shareholder(s), the Shareholder(s) shall not be allowed to change it subsequently.
- 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. 18<sup>th</sup> July, 2016, 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 <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
- 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 37<sup>th</sup> Annual General Meeting to be held on Sunday, 24<sup>th</sup> July, 2016. The result of the Voting will be communicated to the Stock Exchange and will be placed on the website of the Company <a href="https://www.sudal.in">www.sudal.in</a>
- 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. Vedika Gupta (DIN 07344836), who has been appointed as 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 alongwith 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. Vedika Gupta 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 Board, on the recommendation of the Audit Committee, approved the appointment and payment of remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) to the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors requires to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2017 by way of Ordinary Resolution.

None of the Directors, Key managerial personnel of the Company or their respective relatives are deemed to be concerned or interested otherwise in the said resolutions.

#### **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/-

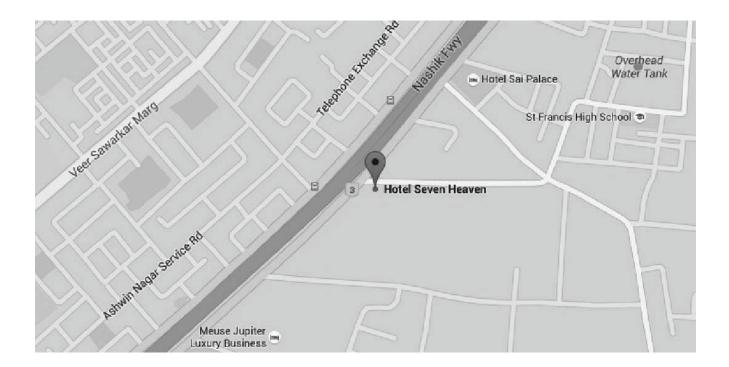
Sudarshan S Chokhani Managing Director DIN: 00243355

Place: Mumbai Date: 14<sup>th</sup> May, 2016

## **Sudal Industries Limited**

CIN: L21541MH1979PLC021541

## AGM, Route Map, Hotel Seven heaven, Nashik





L21541MH1979PLC021541

CIN

## **Sudal Industries Limited**

(CIN: L21541MH1979PLC021541)

Registered Office: A - 5, MIDC, Ambad Industrial Area, Mumbai Nashik Highway, Nashik - 422 010 Maharashtra

#### PROXY FORM No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the company		Sudal Industries Limited			
Registered office		A – 5, MIDC, Ambad Industrial Area, Mumbai Nashik Highway, Nashik – 422010, Maharashtra			
Name of the Member					
Registered Address					
Folio No / Cli	ent ID	DP ID			
No of Shares		E Mail ID			
We, being the	member	(s) ofshares of the above mentioned Company, hereby appoint.			
Name	:				
Address	·				
E-mail Id	<b>:</b>				
Signature	:	or failing him			
Name	:				
Address	:				
E-mail Id	:				
Signature	:	or failing him			
Name	:				
Address	:				
E-mail Id	:				
Signature	:				
	Registered of Name of the Registered Ac Folio No / Cli No of Shares We, being the Name Address E-mail Id Signature Name Address E-mail Id Signature Name Address E-mail Id Signature Name Address E-mail Id	Registered office  Name of the Member Registered Address Folio No / Client ID No of Shares  We, being the member Name :			

as my/our proxy to attend and vote (on a poll) for me / us and on my/our behalf at the Thirty Seventh Annual General Meeting of the Company, to be held on Sunday, 24<sup>th</sup> July, 2016, at 3.00 P.M. at Hotel Seven Heaven, Mumbai Agra Highway, Opposite Mahindra House, Pathardi Phatha, Nashik – 422010, Maharashtra, and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against	Abstain
1.	Adoption of Audited Balance Sheet as at $31^{\text{st}}$ March, 2016, 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.	Re-appoinment of Shri. Shyantanu Chokhani (DIN 02444142), as a Director of the Company			
3.	Ratification of Appointment of Statutory Auditors			
4.	Appointment of Ms. Vedika Gupta (DIN 07344836) as an Independent Director of the Company			
5.	Ratification of Remuneration of Cost Auditors			

		AFFIX Re. I
Signed thisday of2016	REVENUE STAMP	
,		AND SIGN
		ACROSS
		THE STAMP
Signature of Shareholder	Signature of Proxy Holder(s)	

#### Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. A Proxy need not be a member.
- 3. A person can act as a proxy on behalf of member/s not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A 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 a proxy for any other person or shareholder.
- 4. \*\*This is only optional. Please put a " $\sqrt{}$ " in the appropriate column against the resolution/s indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all the resolution/s, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5. In case of Joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated.



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:mail <u>cs@sudal.co.in</u> Website: www.sudal.in

### **ATTENDANCE SLIP**

37th Annual General Meeting on Sunday, 24th July, 2016 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		
		<b>nth Annual General Meeting</b> of the Company to be held mbad Industrial Area, Mumbai Nashik Highway, Nashik
Member's/Proxy's nan	ne in Block Letters	Member's/Proxy's Signature
	he Attendance Verification Count copies of the Annual Report to th	er at the entrance of the meeting hall. Members are e AGM
voting period begins or		e Notice for voting through the e-voting platform. The 0 A.M. (IST) and ends on Saturday 23 <sup>rd</sup> July, 2016 at 5.00 for voting thereafter.
EVSN (Electronic	Voting Sequence Number)	*Default PAN
*Only Member who hav	'e not updated their PAN with Co	ompany / Depository Participant shall use default PAN