

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: 91-22-22022883 • E-mail: mumbai@sudal.co.in • www.sudal.co.in • CIN L21541MH1979PLC021541

September 30, 2019

The Corporate Relationship Department

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001

BSE Security Code: 506003

Sub.: Voting Results of the 40th Annual General Meeting of the Company held on
Saturday, September 28, 2019.

Dear Sir(s),

Pursuant of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the 40th Annual General Meeting of the Company held on Saturday, September 28, 2019 in the prescribed format 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 S. Chokhani



SUDARSHAN S. CHOKHANI

Managing Director

DIN: 00243355

Encl: as above

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Corporate Office: 26A Nariman Bhavan, 227 Nariman Point, Mumbai 400 021 (India) • Phone: 91-22-22023845, 61577100 - 119
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September 30, 2019

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 506003

Sub: Declaration of results of the voting on resolutions set out in notice of 40th
Annual General Meeting held on Saturday, September 28, 2019

Dear Sirs,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 40th Annual General Meeting (AGM) of the Company was convened on Saturday, September 28, 2019 A-56 MIDC Ambad Industrial, Mumbai Agra Highway, Nashik - 400010 at 3:00 pm to seek the approval of members of the Company on the resolutions contained in notice dated August 13, 2019.

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 SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Sudal Industries Limited ('the Company') provided E-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 40th Annual General Meeting dated August 13, 2019.

Members voting through e-voting/Ballot forms till September 27, 2019 (up to 5:00 pm.) being the last date fixed for e-voting and for receipt of Ballot forms have been considered by the Scrutinizer. Further, to enable those members who could not vote through e-voting, physical ballot forms were distributed at the 40th Annual General Meeting. The Board has appointed Mr. Jayesh M. Shah, Practicing Company Secretary, Partner - M/s. Rathi & Associates, Company



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Secretaries as Scrutinizer to scrutinize the voting process for the 40th Annual General Meeting of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 30, 2019, I, Sudarshan S. Chokhani, Managing Director of the Company, hereby declare that all the 6 (six) resolutions, as set out in the Notice of the 40th Annual General Meeting of the Company held on Thursday, September 28, 2019 have been duly passed with requisite majority by the members of the Company.

Kindly take the above on record.

For SUDAL INDUSTRIES LIMITED



SUDARSHAN S. CHOKHANI

Managing Director

DIN: 00243355



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

Date: September 30, 2019

The Chairman

Sudal Industries Limited

A-5 MIDC, Ambad Industrial 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 40th Annual General Meeting of the Members of Sudal Industries Limited held on September 28, 2019:

Sudal Industries Limited ('the Company') vide resolution of its Board of Directors dated August 13, 2019 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots at the 40th Annual General Meeting ('AGM') held on Saturday, September 28, 2019 on the resolutions contained in the Notice dated August 13, 2019 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 40th 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** to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Director's and Auditor's thereon.
2. **Resolution No. 2** as an **Ordinary Resolution** for appointment of a Director in place of Mr. Shyantanu S. Chokhani (DIN: 02444142), who retired by rotation and being eligible offered himself for re-appointment.
3. **Resolution No. 3** as a **Special Resolution** for re-appointment of Mr. Jal Thanawala (DIN: 06912221) as an Independent Director for a second term of five consecutive years commencing from September 26, 2019 to September 26, 2024.
4. **Resolution No. 4** as an **Ordinary Resolution** for appointment of Ms. Neha Dhuru (DIN: 08206406) as an Independent Director for five consecutive years upto October 14, 2023.
5. **Resolution No. 5** as an **Ordinary Resolution** for appointment of Mr. Lalit Maharshi (DIN: 08519212) as an Independent Director for five consecutive years upto July 24, 2024.
6. **Resolution No. 6** as an **Ordinary Resolution** for payment of remuneration of Rs. 70000/- to M/s Hemant Shah & Associates, as a Cost Auditor of the Company for the Financial Year 2019-2020.

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 40th 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 9.00 a.m. of Wednesday, 25th September, 2019 upto 5.00 p.m. of Friday, 27th September, 2019. Accordingly, e-votes cast upto 5.00 p.m. of 27th September, 2019 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. Chaitali Turakhia.

After the conclusion of the 40th 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 Mr. Rishit Shah Mr. Sunil Nagar.


A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 40th 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 40th 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:

Resolution No. 1 as an **Ordinary Resolution** to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Director's and Auditor's thereon.

Sr. No.	Particulars	Resolution 1	
		No. of ballots/ Remote voting	No. of Shares voted
a.	Votes cast through ballots	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid ballots/Remote e-voting confirmations	0	0
d.	Net valid ballots/Remote e-voting confirmations	45	46,76,765
	(i) Ballots/Remote e-voting confirmations with assent for the Resolution	43	46,60,934
	% of Assent		99.66*
	(ii) Ballots/Remote e-voting confirmations with dissent for the Resolution	2	15,831
	% of Dissent		0.34*

*Rounded off to the nearest two decimals



Resolution No. 2 as an **Ordinary Resolution** for appointment of a Director in place of Mr. Shyantanu S. Chokhani (DIN: 02444142), who retired by rotation and being eligible offered himself for re-appointment.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	45	46,76,765
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	43	46,60,934
	% of Assent		99.66*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	15,831
	% of Dissent		0.34*

*Rounded off to the nearest two decimals



Resolution No. 3 as a **Special Resolution** for re-appointment of Mr. Jal Thanawala (DIN: 06912221) as an Independent Director for a second term of five consecutive years commencing from September 26, 2019 to September 26, 2024.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through ballot papers	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid Ballot papers/ Remote e-voting confirmations	0	0
d.	Net Valid Ballot papers / Remote e-Voting confirmations	45	46,76,765
	(i) Ballot papers/ Remote e-voting with assent for the Resolution	43	46,60,934
	% of Assent		99.66*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	15,831
	% of Dissent		0.34*

*Rounded off to the nearest two decimals



Resolution No. 4 as an Ordinary Resolution for appointment of Ms. Neha Dhuru (DIN: 08206406) as an Independent Director for five consecutive years upto October 14, 2023.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through ballot papers	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid Ballot papers/ Remote e-voting confirmations	0	0
d.	Net Valid Ballot papers / Remote e-Voting confirmations	45	46,76,765
	(i) Ballot papers/ Remote e-voting with assent for the Resolution	43	46,60,934
	% of Assent		99.66*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	15,831
	% of Dissent		0.34*

*Rounded off to the nearest two decimals



Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Lalit Maharshi (DIN: 08519212) as an Independent Director for five consecutive years upto July 24, 2024.

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through ballot papers	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid Ballot papers/ Remote e-voting confirmations	0	0
d.	Net Valid Ballot papers / Remote e-Voting confirmations	45	46,76,765
	(i) Ballot papers/ Remote e-voting with assent for the Resolution	43	46,60,934
	% of Assent		99.66*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	2	15,831
	% of Dissent		0.34*

*Rounded off to the nearest two decimals



Resolution No. 6 as an Ordinary Resolution for payment of remuneration of Rs. 70000/- to M/s Hemant Shah & Associates, as a Cost Auditor of the Company for the Financial Year 2019-2020.

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through ballot papers	31	692
b.	Remote e-voting confirmations received	14	46,76,073
	Total	45	46,76,765
c.	Less: Invalid Ballot papers/ Remote e-voting confirmations	0	0
d.	Net Valid Ballot papers / Remote e-Voting confirmations	45	46,76,765
(i)	Ballot papers/ Remote e-voting with assent for the Resolution	44	46,76,763
	% of Assent		100.00*
(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	1	2
	% of Dissent		0.00*

*Rounded off to the nearest two decimals

