

Notice to Shareholders

61st Annual General Meeting

**on Friday, 10th August, 2012 at Pudumjee Hall,
Mahratta Chamber of Commerce, Industries and Agriculture,
Tilak Road, Pune 411 002.**

NOTICE

NOTICE IS HEREBY GIVEN THAT the 61st Annual General Meeting of the Company will be held on Friday, 10th August, 2012 at 11.30 A.M. at Pudumjee Hall, Maharashtra Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411 002 to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2012, the Profit and Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on the Equity Shares of the Company for the year ended 31st March, 2012.
3. To appoint a director in place of Mr. D.N.Damania, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. Sanjay K. Asher, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

NOTES :

- (a) Mr. D.N.Damania, Director and an eminent technocrat and Mr. Sanjay K. Asher, Director and Partner of renowned law firm, Crawford Bayley & Co., Mumbai, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. Mr. D.N.Damania, Director holds 93 equity shares of the Company. Mr. Sanjay K. Asher, Director does not hold any equity shares of the Company.

As required under Clause 49 of the Listing Agreement, the information / data to be provided for the retiring Directors are given below :

Mr. D.N.Damania - Other directorships :

Sr. No.	Name of the Company	Board position held
1	ThyssenKrupp Industries (India) Private Limited	Director
2	ThyssenKrupp Fordertechnik GmbH, Germany	Director
3	ThyssenKrupp Elevator (India) Private Limited	Director
4	ThyssenKrupp Engine Components India Private Limited	Director
5	ThyssenKrupp System Engineering India Private Limited	Director
6	Uhde India Private Limited	Director
7	Berco Undercarriages (India) Private Limited	Director
8	KSB Pumps Limited	Director
9	Sanghvi Movers Limited	Director
10	Finolex Industries Limited	Director
11	Poona Medical Foundation	Member of Board of Trustees
12	Sardar Dastur Schools Trust	Trustee and Member of the Board of Management

Mr.D.N.Damania - Committee positions held :

Sr.No.	Name of the Company	Name of the Committee	Position held
1	Sudarshan Chemical Industries Limited	Audit Committee Remuneration Committee Selection Committee	Member Member Member
2	KSB Pumps Limited	Audit Committee Share Transfer Committee	Member Member
3	Sanghvi Movers Limited	Audit Committee Remuneration Committee Shareholders' Grievance Committee	Member Member Member
4	Symbiosis Institute of International Business	Advisory Committee	Chairman

Mr. Sanjay K. Asher - Other directorships :

Sr. No.	Name of the Company	Board position held
1	Bajaj Allianz General Insurance Company Limited	Director
2	Bajaj Allianz Life Insurance Company Limited	Director
3	Finolex Cables Limited	Director
4	Finolex Industries Limited	Director
5	Kryfs Power Components Limited	Director
6	Hoganas India Private Limited	Alternate Director
7	Repro India Limited	Director
8	Sharp India Limited	Director
9	Shree Renuka Sugars Limited	Director
10	Sanghvi Movers Limited	Director
11	Finolex Plasson Industries Private Limited	Director
12	Indofill Elastomer Private Limited	Director
13	Indian Cookery Private Limited	Director
14	Enam Infrastructure Trusteeship Services Private Limited	Director
15	Orbit Electricals Private Limited	Director
16	Innoventive Industries Limited	Director
17	Siporex India Private Limited	Director
18	ValueQb Consulting Private Limited	Director
19	Zinser Textile Systems Private Limited	Director
20	Tribhovandas Bhimji Zaveri Limited	Director
21	Ashok Leyland Limited	Director
22	Balkrishna Industries Limited	Director
23	Paess Industrial Engineers Private Limited	Director
24	LR Scandpower Risk Consultancy Private Limited	Director
25	A.L. Movers Private Limited	Director
26	A.L. Records Management Private Limited	Director

Sr. No.	Name of the Company	Board position held
27	Allied Pickfords India Private Limited	Director
28	Diamant Boart Marketing Private Limited	Director
29	Master Voss International Project Private Limited	Director
30	ArjoHuntleigh Healthcare India Private Limited	Director
31	NV Advisory Services Private Limited	Director
32	Schlafhorst Machines Private Limited	Director
33	Morgan Stanley Investment Management Private Limited	Director
34	Golden Turtle Real Estates Private Limited	Director
35	Mandhana Industries Limited	Director
36	Liza Real Estates Private Limited	Director
37	Royal Orchid Conreal Private Limited	Director
38	HH Print Management India Private Limited	Director

Mr. Sanjay K. Asher - Committee positions held :

Sr.No.	Name of the Company	Name of the Committee	Position held
1	Finolex Cables Limited	Audit Committee Remuneration Committee Share Transfer and Investor Grievance Committee	Member Member Member
2	Repro India Limited	Audit Committee Remuneration Committee	Member Chairman
3	Shree Renuka Sugars Limited	Audit Committee Share Transfer and Investor Grievance Committee Remuneration Committee	Chairman Chairman Member
4	Sharp India Limited	Audit Committee Share Transfer and Investor Grievance Committee Remuneration Committee	Member Chairman Member
5	Ashok Leyland Limited	Audit Committee Shareholders' and Investor Grievance Committee	Member Chairman
6	Mandhana Industries Limited	Audit Committee Remuneration Committee	Member Member
7	Tribhovandas Bhimji Zaveri Limited	Remuneration Committee	Member

- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.THE PROXY FORM DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Annual Report 2011-12

- (c) **The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 30th July, 2012 to Friday, 10th August, 2012 (both days inclusive).**

Pursuant to Section 205A(5) of the Companies Act, 1956 all unclaimed dividends for the Accounting Years ended upto 31st March, 2005 have been transferred to the Investor Education and Protection Fund of the Central Government, pursuant to Section 205C of the Companies Act, 1956. Unclaimed dividends, for subsequent years will also be transferred to the Investor Education and Protection Fund of the Central Government if they remain unclaimed for a period of seven years from the date they became due for payment. **Kindly note that after such date/s i.e. after transfer of unclaimed dividends to the Investor Education and Protection Fund of the Central Government, the members shall not be entitled to claim such dividend.**

- (d) It may be in the interest of Members to hold securities in joint names.
- (e) Members who are still holding the shares in physical form may consider surrendering the shares with the concerned Depository Participant since it is advantageous to hold the shares in demat form.
- (f) Members who hold shares in physical form and wish to avail of the Electronic Credit Services (ECS) facility for payment of dividend are requested to fill the attached form and send the same either to the Company / Link Intime India Private Limited (LIPL) for necessary processing. **The information required should reach the Company / LIPL invariably on or before 28th July, 2012 failing which physical dividend warrants will be issued to the Members for the Financial Year 2011-12.**
- (g) Based on the records available with the Depositories, the Company has tied up with HDFC Bank Limited, 4th Floor, Millenium Towers, Bhandarkar Road, Pune 411004 for payment of dividend for the Financial Year 2011-12 by ECS at all ECS enabled Centres.
- (h) Members who do not wish to avail of the ECS are requested to avail the facility of Dividend mandate to enable despatch of Dividend warrants directly to their bankers for credit of dividend to their accounts.
- (i) Members who wish to dematerialize the shares or seek any information regarding transfer of shares are requested to contact the Company's Registrar and Share Transfer Agents at the following address :

Link Intime India Private Limited
 "Akshay Complex", Block No. 202, 2nd Floor,
 Near Ganesh Temple, Off Dhole Patil Road,
 Pune - 411 001
 Tel.No. 020 – 26160084, 020 – 26161629
 Telefax 020-26163503
 E-mail : pune@linkintime.co.in
 Website : www.linkintime.co.in

- (j) The Company has designated an e-mail address - grievance.redressal@sudarshan.com for timely action on investor complaints. Members are requested to forward their complaints, if any, at the designated e-mail address.
- (k) The Companies Act, 1956 has been amended by inserting Section 109A to facilitate nomination by member/s (only individuals) holding shares singly or jointly. Member/s who are holding the shares in physical form and are desirous of registering his/her/their nomination is/are requested to send the nomination in Form No. 2B duly filled and signed.
- (l) Members holding shares under different folios may approach the Company for consolidation of ledger folios under one folio.
- (m) Members are requested to notify immediately any change in their address / bank account details.
- (n) As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has

allowed companies to send official documents to their Members electronically. In line with Circular issued by MCA, we are sending the Annual Report, i.e., Notice convening the Annual General Meeting, Financial Statements, Directors' Report, Auditors' Report, etc. for the year ended 31st March, 2012, in electronic form, to the e-mail address registered by Members with us. However, physical copies of Annual Report for the year ended 31st March, 2012 will also be mailed to such Members as a special case.

In case, if the Member has not registered his/her e-mail id with the Company, we once again request you to register the same with us so that we can send you Annual Report and other official documents electronically in the near future.

E-mail for Communication – shares@sudarshan.com

Members are also informed that the full text of these reports shall also be made available in an easily navigable format on our website, www.sudarshan.com. Notwithstanding the electronic communication, in case you wish to receive the reports mentioned above in physical form, please write to us at shares@sudarshan.com. Physical copies of the Annual Report will also be available at our Registered Office in Pune with our Secretarial Department for inspection during office hours up to the date of Annual General Meeting.

- (o) Members / Proxies are requested to bring their copies of the Annual Report as extra copies of the Annual Report will not be made available at the time of the Annual General Meeting.
- (p) Members desirous of getting any information about the accounts of the Company are requested to address their queries to the Company Secretary of the Company. Such requests should be received at least seven days before the date of the meeting, so that the information required can be readily made available at the meeting, to the best extent possible.

By Order of the Board of Directors
For SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Pune, May 25, 2012

P.S.RAGHAVAN
COMPANY SECRETARY

BOARD OF DIRECTORS

Mr. K. L. Rathi	Executive Chairman
Mr. B. S. Mehta	Non-Executive, Independent Director
Mr. S. N. Inamdar	Non-Executive, Independent Director
Mr. P. P. Chhabria	Non-Executive, Independent Director
Mr. D. N. Damania	Non-Executive, Independent Director
Mr. S. Padmanabhan	Non-Executive, Independent Director
Mr. S. K. Asher	Non-Executive, Independent Director
Mr. P. R. Rathi	Vice Chairman and Managing Director
Mr. N. J. Rathi	Non-Executive Director
Mr. R. B. Rathi	Executive Director

COMPANY SECRETARY

Mr. P. S. Raghavan

BANKERS

Bank of Maharashtra
State Bank of India
Bank of Baroda
ICICI Bank Ltd.
HDFC Bank Ltd.

AUDITORS

B. K. Khare & Company
Chartered Accountants,
Mumbai.

REGISTERED OFFICE / GLOBAL HEAD OFFICE

162 Wellesley Road,
Pune 411 001, Maharashtra State (India)
Phone : +91 020 26058888
Fax : +91 020 26058222

FACTORIES

Roha : 46 MIDC Estate, Dhatav, Roha 402 116,
Dist. Raigad, Maharashtra State.
Mahad : Plot No. A-19/1+2, MIDC Estate,
Mahad 402 301, Dist. Raigad,
Maharashtra State.

FINANCIALS AT A GLANCE

Rs. in Lacs

	2011 - 2012	2010 - 2011	2009 - 2010	2008 - 2009	2007 - 2008
Income from Operations (Excluding Excise)	74,423	70,712	56,797	45,290	39,579
Profit Before Tax	5,018	7,919	6,579	2,836	1,062
Profit After Tax	3,615	5,581	4,591	1,884	687
Equity share capital	692	692	692	692	692
Net Worth	27,016	24,407	14,847	11,265	10,031
Net Fixed Assets	21,715	13,295	8,663	7,890	7,403
Key financial ratios					
Current Ratio	1.41	1.57	1.55	1.36	1.36
Debt Equity Ratio	1.04	0.80	0.72	0.73	0.97
PBDIT (% to Gross Sales)	11.14	13.79	14.73	11.15	7.69
PAT (% to Gross Sales)	4.56	7.47	7.67	3.84	1.57
Return (PBIT) on Capital Employed %	13.86	19.85	28.67	20.83	10.49
Dividend (Per Share) (Rs)	12.50	12.50	12.50	8.00	3.00
Earnings (Per Share) (Rs)	52.22	80.62	66.32	27.21	9.93