

NOTICE

NOTICE IS HEREBY GIVEN THAT the 62nd Annual General Meeting of the Company will be held on Friday, the 20th day of September, 2013 at 11.30 A.M. at Pudumjee Hall, Mahratta 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, 2013, the Statement of Profit and Loss 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, 2013.
3. To appoint a director in place of Mr. S.N.Inamdar, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. S.Padmanabhan, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.

NOTES :

- (a) Mr. S.N.Inamdar, renowned Advocate and Mr.S.Padmanabhan, renowned Management Consultant, Directors retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. Mr. S.N.Inamdar and Mr S.Padmanabhan, Directors do 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.S.N.Inamdar - Other directorships :

Sr. No.	Name of the Company	Board position held
1	Kirloskar Brothers Limited	Director
2	Kirloskar Ferrous Industries Limited	Director
3	Kirloskar Industries Limited	Director
4	Kirloskar Proprietary Limited	Director
5	Finolex Industries Limited	Director
6	Finolex Infrastructure Limited	Director
7	Ugar Sugar Works Limited	Director
8	Kulkarni Power Tools Limited	Director
9	Sakal Papers Private Limited	Director
10	Apple Hospitals & Research Institute Limited	Director

Mr.S.N.Inamdar - Committee positions held :

Sr.No.	Name of the Company	Name of the Committee	Position held
1	Sudarshan Chemical Industries Limited	Audit Committee Remuneration Committee	Member Member
2	Kirloskar Brothers Limited	Audit Committee Remuneration Committee	Chairman Member
3	Kirloskar Ferrous Industries Limited	Audit Committee Remuneration Committee	Chairman Chairman
4	Finolex Industries Limited	Audit Committee Remuneration Committee Shareholders Grievance Committee	Chairman Chairman Member
5	Ugar Sugar Works Limited	Audit Committee Remuneration Committee	Chairman Chairman
6	Kirloskar Industries Limited	Audit Committee	Member

Mr. S.Padmanabhan - Other directorships :

Sr. No.	Name of the Company	Board position held
1	Videocon Industries Limited	Director
2	Videocon Power Limited	Director
3	Videocon Energy Holdings Limited	Director
4	Desai Brothers Limited	Director
5	Premier Limited	Director
6	Rajkumar Forge Limited	Director
7	Force Motors Limited	Director
8	Sanghvi Movers Limited	Director
9	Aquapharm Chemicals Private Limited	Director
10	Pipavav Energy Private Limited	Director
11	Chattisgarh Power Ventures Private Limited	Director
12	Videocon Hydrocarbon Holdings Limited	Director
13	Videocon Mauritius Energy Limited	Director
14	Videocon Estelle Limited	Director
15	Videocon Ivory Limited	Director
16	Investcon Holdings Private Limited	Director

Mr.S.Padmanabhan - Committee positions held :

Sr.No.	Name of the Company	Name of the Committee	Position held
1	Videocon Industries Limited	Shareholders' & Investors Grievance Committee	Member
2	Videocon Power Limited	Audit Committee	Member
3	Premier Limited	Audit Committee Remuneration Committee	Chairman Chairman
4	Sanghvi Movers Limited	Audit Committee Remuneration Committee	Member Member
5	Force Motors Limited	Audit Committee	Member
6	Pipavav Energy Private Limited	Audit 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.

- (c) **The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 10th September, 2013 to Friday, 20th September, 2013 (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 National Electronic Credit Services (NECS) 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 6th September, 2013 failing which physical dividend warrants will be issued to the Members for the year 2012-13.**
- (g) Based on the records available with the Depositories, the Company has tied up with State Bank of India, Industrial Finance Branch, Wakdevadi, Pune Mumbai Road, Pune 411 003 for payment of dividend for the Financial Year 2012-13.
- (h) Members who do not wish to avail of the NECS 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 March 31, 2013, in electronic form, to the e-mail address registered by Members. However, physical copies of the Annual Report for the year ended 31st March, 2013 will also be mailed to such Members as a special case.

In case of physical holding, if the Member has not registered his/her e-mail id with the Company, we once again request you to register the same 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 AGM.

Effective from the Financial Year 2013-14, members whose e-mail id's are registered with NSDL / CDSL or with the Company's Registrar & Transfer Agents will receive the annual reports and other communications in electronic form only. Physical copies will be provided on request.

- (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.
- (q) **Members desirous of visiting R & D Centre, Ambadvet, Tal. Mulshi, Dist. Pune and Roha plant are requested to give their Name and Mobile No. to the Company Secretary. Date of visit to R & D Centre, Pune and Roha plant will be communicated to respective Members. The trip to R & D Centre, Pune and Roha plant will be a one day programme. Bus will start from our Global Head Office in Pune at 8.00 A.M. and will return to Pune by around 9.00 P.M. Members are requested to board the bus from our Global Head Office at Pune.**

E-mail for Communication – psraghavan@sudarshan.com

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

Pune, May 30, 2013

P.S.RAGHAVAN
COMPANY SECRETARY

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune 411 001

Dear Member,

Subject : Registration of e-mail address

This is to inform you that The Ministry of Corporate Affairs vide its circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively has as a part of Green Initiative, permitted the companies to serve the documents viz. annual reports, notices of general meetings / postal ballot, other documents etc. to the members through electronic mode. In this regard please see Note No. (n) forming part of the Notice of the Annual General Meeting dated 30th May, 2013.

In order to support this "Green Initiative", we are pleased to serve the above referred documents to you through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your e-mail address and / or changes therein from time to time with the Company's e-mail id shares@sudarshan.com or with NSDL / CDSL.

Notwithstanding the electronic mode of communication, in case you require physical copies of annual reports and other documents you may send an email at shares@sudarshan.com by quoting the name of first / sole shareholder, Folio no / DP ID and Client ID. On receipt of this e-mail, the above documents will be posted to you free of cost.

We request your whole hearted support to this "Green Initiative" by opting for electronic mode of communication for its successful implementation.

Yours faithfully,

For Sudarshan Chemical Industries Limited

sd/-

P.S.Raghavan
Company Secretary

Place : Pune
Date : 30th May, 2013

REGISTRATION OF E – MAIL ADDRESS FORM

(In terms of circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively issued by Ministry of Corporate Affairs, New Delhi)

Link Intime India Private Limited

Unit : Sudarshan Chemical Industries Limited

Akshay Complex, Block No. 202, 2nd Floor,

Off Dhole Patil Road,

Near Ganesh Temple,

Pune 411001

I / we shareholder (s) of Sudarshan Chemical Industries Limited hereby accord my / our approval to receive documents viz annual reports, notices of general meetings / postal ballot, other documents etc. in electronic mode.

I / we request you to note my / our latest email address, as mentioned below. If there is any change in the E-mail address, I / we will promptly communicate the same to you. I / we attach the self attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No / DP ID and Client ID	
Name of first / sole share holder	
Name of joint share holder(s) if any	
Registered Address	
E-mail address (to be registered)	

Place:

Date :

(Signature of shareholder)

SUDARSHAN CHEMICAL INDUSTRIES LIMITED

Regd. Office / Global Head Office : 162 Wellesley Road, Pune 411 001

ECS Mandate Form for payment of Dividend

(In case of physical holding - send to our Registrar and Transfer Agent
In case of demat holding - send to your Depository Participant)

I/We request you to arrange for payment of my/our dividend through ECS facility or credit the same to my/our account as per details given below :

1. First / Sole Shareholder's Name										
2. If shares not Dematerialised - Registered Folio No.										
3. If shares Dematerialised - DPID No. and Client ID No.										
4. * Particulars of Bank Account										
a. Bank Name										
b. Branch Name										
c. Address of the Branch										
d. 9 - digit MICR code number of the Bank and Branch as appearing on the MICR Cheque issued by the Bank.	<table border="1"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>									
e. Account type	Savings () Current ()									
f. Account Number as appearing on the Cheque Book										

Please attach a cancelled photocopy of cheque issued by the Bank for verification of the above details.

I/We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information or for any other reason, I/We would not hold the Company responsible. In case of ECS facility not being available for any reason, the account details provided above may be incorporated in the payment instrument and sent to my/our Bankers at the address provided above and to be considered as a mandate by me/us. This instruction will hold good for payment of dividend for subsequent years also unless revoked by me/us in writing.

Yours faithfully,

Name and signature of First/Sole Shareholder

Place :

Date :

Note: * In case if you have already submitted the above information kindly ignore this communication.



62nd Annual Report 2012-2013

Sudarshan Chemical Industries Limited



Spiritually fulfilling • Socially just • Environmentally sustainable

SUDARSHAN



Vision:

Aspiring Wholesome Sustainable Growth for Women and Children of communities around Sudarshan's plants.

Mission:

Reach out to communities by engaging in projects in Health, Education, Community Development and Livelihood.

SUDHA'S Initiatives

People Initiatives

- Women empowerment
- Promotion of health & hygiene
- Holistic development of children & youth
- Sustainable source of livelihood
- Generating awareness

Environment Initiatives

- Organic farming
- Tree plantation
- Composting
- Waste management
- Cleanliness drive