



Suchitra Finance & Trading Company Ltd.

Regd.off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A.K.Road, Andheri (E), Mumbai - 400 059
Tel. No. : 022- 61115222, Fax No.022-28227865, Email id: suchitra@sangamgroup.com, Web : www.sftc.co.in.
CIN NO.:L65910MH1981PLC234305

Date: 1st October, 2015

To,

The Manager - CRD
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 538714

The Secretary,
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata- 700 001.
Scrip code: 29400

Dear Sir,

Sub.: Proceedings of the 32nd Annual General Meeting held on 30th September, 2015

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 32nd Annual General Meeting (AGM) of the members of the Company held on Wednesday, 30th September, 2015 at 11.00 a.m. at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai (M.H.)- 400 059.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, the Company provided Remote E-Voting facility to the members to vote on the matters to be transacted at the Annual General Meeting. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through Remote E-Voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Manish L Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the Poll by way of Polling Papers.

The result of voting on each resolution was determined by considering the Consolidated Scrutinizer's Report issued by the Scrutinizer after reckoning of total votes cast by the members on each resolution separately, through Remote E-Voting as well as by the poll conducted at the AGM.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. APPROVAL OF ACCOUNTS:

The members approved the Audited Financial Statements as at 31st March, 2015 together with Reports of the Board of Directors' and Auditors' thereon by passing an Ordinary Resolution unanimously.



2. RE-APPOINTMENT OF MR. VINOD KUMAR SODANI (DIN: 00403740) AS DIRECTOR OF THE COMPANY:

The members re-appointed Mr. Vinod Kumar Sodani (DIN: 00403740) as Director of the Company, who retired by rotation and being eligible offered himself for re-appointment by passing an Ordinary Resolution unanimously.

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members approved ratification of appointment of M/s. K K Khadaria & Co., Chartered Accountants, Mumbai (having FRN: 105013W), Mumbai as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting upto the conclusion of 36th Annual General Meeting of the Company and authorized the Board of Directors to fix their remuneration by passing an Ordinary Resolution with requisite majority.

4. INCREASE IN LIMITS OF BORROWING OF THE COMPANY:

The members approved to increase borrowing limit upto Rs. 100 Crores (Rupees One Hundred Crores only) under Section 180(1)(c) of the Companies Act, 2013 by passing a Special Resolution with requisite majority.

5. INCREASE IN LIMITS OF LOANS /INVESTMENTS/GUARANTEE OF THE COMPANY:

The members approved to make loans/investments/Guarantee for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) under Section 186 of the Companies Act, 2013 by passing a Special Resolution with requisite majority.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For M/s Suchitra Finance & Trading Co. Ltd.




Govinda Soni
Company Secretary & Compliance Officer

ACS No.: 38908

Encl.: Consolidated Scrutinizer's Report

CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. Vinod Kumar Sodani
Chairman
Suchitra Finance & Trading Co. Limited
B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, A.K. Road,
Andheri (East), Mumbai - 400059

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at 32nd Annual General Meeting (AGM) of the Members of Suchitra Finance & Trading Co. Limited (the Company) held on Wednesday, 30th September, 2015

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-voting process and conducting poll through polling papers at the AGM in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act), read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of aforesaid AGM of the members of the Company dated 13th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-voting and Voting by way of polling papers at the AGM, on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to



provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - (a) The Notice of the AGM dated 13th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 4th September, 2015,
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Niche Technologies Private Limited, the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 7th August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, 27th September, 2015 (09:00 am) to Tuesday, 29th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Wednesday, 23rd September, 2015.
5. As required under the said rules, after the closure of the physical voting by Polling Papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS Suchi Harlalka and Ms. Priyadatta Banerjee, who are not in employment with the Company.



6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with Directors Report and Auditors' Report thereon.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	7	7	6587900	6587900	6587900	0
Polling at the AGM	3	3	300	300	300	0
Total	10	10	6588200	6588200 (100.00%)	6588200 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 2

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Vinod Kumar Sodani, (DIN 00403740), who retires by rotation and being eligible, offers himself for re-appointment.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	7	7	6587900	6587900	6587900	0
Polling at the AGM	3	3	300	300	300	0
Total	10	10	6588200	6588200 (100.00%)	6588200 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 3

Particulars	Ordinary Resolution: For ratification of appointment of M/s. K. K. Khadaria & Co., Chartered Accountants (having FRN 105013W), Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of 36 th Annual General Meeting and to fix their remuneration.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	7	7	6587900	6587900	6587900	0
Polling at the AGM	3	3	300	300	300	0
Total	10	10	6588200	6588200 (100.00%)	6588200 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 4

Particulars	Special Resolution: Authority to take approval to increase borrowing limit upto Rs. 100 Crores (Rupees One Hundred Crores only) under Section 180(1)(c) of the Companies Act, 2013.					
Voting Pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	7	7	6587900	6587900	6587900	0
Polling at the AGM	3	3	300	300	300	0
Total	10	10	6588200	6588200 (100.00%)	6588200 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 5

Particulars	Special Resolution: Authority to take approval to make loan/investment/guarantee for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) under Section 186 of the Companies Act, 2013.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	7	7	6587900	6587900	6587900	0
Polling at the AGM	3	3	300	300	300	0
Total	10	10	6588200	6588200 (100.00%)	6588200 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

I further report that:

- I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and
- The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.



For Manish Ghia & Associates
Company Secretaries

CS Manish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531

Place : Mumbai

Date : 1st October, 2015

Countersigned by:

Mr. Vinod Kumar Sodani
Chairman
Suchitra Finance & Trading Co. Limited