



SAKTHI SUGARS LIMITED

CIN : L15421TZ1961PLC000396

Regd. Office : Sakthinagar - 638 315, Bhavani Taluk, Erode District, Tamil Nadu

Phone : 0422 - 4322 222, 2221551 Fax : 0422 2220574, 4322488

E-mail : shares@sakthisugars.com Website : www.sakthisugars.com

NOTICE

Notice is hereby given that the 56th Annual General Meeting of the Company will be held at its Registered Office at Sakthinagar- 638315, Bhavani Taluk, Erode District, Tamil Nadu, on Friday, the 28th September 2018 at 2.45 p.m. to transact the following business:

1. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that the Audited Financial Statements of the Company for the year ended 31st March 2018, and notes thereon, the Consolidated Financial Statements and Reports of the Board and of the Auditors be and are hereby adopted."

2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that Sri M. Balasubramaniam (holding DIN 00377053), who retires by rotation, be and is hereby appointed as a Director of the Company in the place vacated by him."

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED that pursuant to the provisions of Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr.M.Manickam (holding DIN 00102233), Chairman, be and is hereby appointed as Managing Director of the Company with substantial power of management, for a period of five years from 12th June 2018 without remuneration."

"RESOLVED FURTHER that the directorship of Dr.M.Manickam is liable to determination by retirement by rotation as per Section 152 of the Companies Act, 2013."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to alter and vary the terms of appointment, including payment of remuneration in accordance with applicable provisions of the Companies Act 2013 and the Rules made thereunder."

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, continuation of Sri.S.S.Muthuvelappan (holding DIN 00273870), aged 76 years, as a Non-Executive Independent Director of the Company from 1st April, 2019 till the conclusion of his present tenure, i.e. upto 29th September 2019, be and is hereby approved."

5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, continuation of Sri C.Rangamani (holding DIN 00090786), aged 76 years, as a Non-Executive Independent Director of the Company from 1st April, 2019 till the conclusion of his present tenure, i.e. upto 29th September 2019, be and is hereby approved."

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act 2013 read with the Rules made thereunder, the Company hereby ratifies the remuneration of Rs.5.50 lakhs plus applicable tax thereon and reimbursement of out-of-pocket expenses to M/s. STR & Associates, Cost Accountants (Firm No.000029), Tiruchirapalli, who are appointed as Cost Auditors of the Company for the financial year ending 31st March 2019."

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 181 of the Companies Act 2013, the Board of Directors of the Company be and is hereby authorised to donate and contribute a sum/sums not exceeding in the aggregate Rs.20 lakhs (Rupees twenty lakhs only) from out of the funds of the Company to bonafide charitable and other funds and for deserving causes and institutions during the financial year ending 31st March 2019."

By Order of the Board

S BASKAR

Sr. Vice President &
Company Secretary

Chennai
24th August 2018

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company at Sakthinagar - 638 315, Bhavani Taluk, Erode District duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. Corporate members intending to attend the meeting by sending authorized representatives are requested to handover a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf, at the entrance of the Annual General Meeting venue along with the attendance slip.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings (SS-2), relevant information on the Directors seeking appointment / re-appointment at the Annual General Meeting is provided in the annexure.
5. Annual Report containing the financial statements, Board's Report and Independent Auditors' Report, are being sent separately.
6. Route map for the venue of the Annual General Meeting and the land mark for easy identification forms part of the Notice.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.9.2018 to 28.9.2018 (both days inclusive).
8. Pursuant to Sections 124 and 125 of the Companies Act 2013 (formerly Section 205A and 205C of the Companies Act 1956), all unclaimed dividends up to the financial year ended 31st March 1997 and for the financial years ended 30th June 2006 & 2007 which remained unclaimed for a period of seven years had been transferred to the Investor Education Protection Fund of the Central Government. Members who have not so far claimed their dividends for the said financial years are requested to forward their claims to IEPF Authority in the prescribed form by following the process mentioned in the IEPF Rules.
9. Notice and Annual Report are being sent to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 24th August 2018. Electronic copies are being sent to all the members whose e-mail ID is registered with the Company / Depository Participants, unless request for a hard copy of the same is received from any such member. For members who have not registered their E-mail ID, physical copies of AGM Notice and Annual Report are being sent through permitted mode.
10. The cut-off date for the purpose of determining the voting rights of the members is 21st September 2018. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
11. The persons who have become members of the Company after 24th August 2018 and whose names appear in the Register of Members of the Company or in the register of beneficial owners maintained by the depositories as on the cut-off date may contact the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Limited through e-mail "coimbatore@linkintime.co.in" and provide their e-mail ID and folio/client ID for sending the AGM Notice and the Annual Report electronically. The members can also download the AGM Notice and the Annual Report from the Company's website www.sakthisugars.com. Password for e-voting can be generated by the shareholders themselves by following the instructions for e-voting given herein below.
12. Members holding shares in physical form are requested to notify the change, if any, in their address to the Company or the Registrars and Share Transfer Agents, Link Intime India Pvt. Limited. Members holding shares in electronic form are requested to advise the change in their address to their Depository Participants.
13. As required under Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI Listing Regulations, members are provided with remote e-voting facility for exercising their voting rights. The members, who attend the Annual General Meeting and have not exercised their voting rights earlier, may vote at the venue of the Meeting using the ballot form being provided to them at the venue of the meeting.
14. Sri M.D.Selvaraj, Proprietor, M/s.MDS & Associates, Company Secretaries, Coimbatore, has been appointed as Scrutinizer for conducting the remote e-voting and voting through ballot form at the AGM in a fair and transparent manner.

15. The procedures for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 25th September 2018 at 9.00 a.m. and ends on Thursday, 27th September 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 resolutions 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 your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Sakthi Sugars Limited
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten, the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for Android based mobiles. The m-voting app can be downloaded from Google play store. iPhone and Windows phone users can download

the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-individual Shareholders and Custodians

- Non-individual shareholders (i.e. other than individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

15. In case of any query or issue or grievance connected with the facility of remote e-voting, members may contact Sri S Baskar, Senior Vice President & Company Secretary, through e-mail id 'shares@sakthisugars.com' or through Phone No. 0422 - 4322222.
16. The Scrutinizer shall, immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding 48 hours from the conclusion of the Annual General Meeting to the Chairman and Managing Director or the authorized Director.
17. The results of voting will be declared by the Chairman and Managing Director or the authorized Director at the Corporate Office of the Company at 180 Race Course Road, Coimbatore within 48 hours from the conclusion of the Annual General Meeting. The result along with Scrutinizer's Report will be posted on the Company's website www.sakthisugars.com and on the website of CDSL www.evoting.cdslindia.com. It will also be displayed in the Notice Board of the Company at its Registered Office and at the Corporate Office. It will also be forwarded to the stock exchanges.

Statement pursuant to Section 102 of the Companies Act 2013

Item No.3

The members of the Company at the Annual General Meeting held on 30th September 2014 approved appointment of Dr.M.Manickam as Executive Vice Chairman for a period of five years from 25th October 2014. He was subsequently redesignated as Executive Chairman by the Board at its meeting held on 12th November 2014. Sri M.Balasubramaniam was appointed as Managing Director of the Company by the members at the Annual General Meeting held on 30th September 2013 to hold office for a period of five years till 27th June 2018. He has not opted for re-appointment on expiry of his tenure of office on the aforesaid date.

Considering the rich experience Dr.Manickam has in the sugar industry and the contributions made by him during his tenure of office as Managing Director and as Executive Vice Chairman/Executive Chairman, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th June 2018 appointed Dr.M.Manickam as the Chairman and Managing Director of the Company for a period of five years from 12th June 2018 without remuneration, subject to the members approval.

The directorship of Dr.M. Manickam is liable to determination by retirement by rotation as per Section 152 of the Companies Act 2013.

Dr.Manickam is also the Managing Director of Sakthi Auto Component Limited.

Dr.Manickam is a post graduate in Science and holds Master of Business Administration degree from Michigan University, USA. Considering his contributions for the development of agriculture and agro-based industry, he was awarded doctorate degree by Tamil Nadu Agricultural University. He is on the Board of the Company since 1980 and as Managing Director/ Whole-time Director from 1990. He is Past President of ISMA and SISMA.

The Details of Dr.M.Manickam are provided in the Annexure to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Necessary resolutions are set out under item No.3 in the Notice of the meeting for members approval.

Dr.M.Manickam may be deemed to be concerned or interested in the resolutions as they relate to his appointment.

Sri.M.Balasubramaniam and Sri M.Srinivaasan, Directors, may be deemed to be concerned or interested in the resolutions as relatives of Dr.M.Manickam.

None of the other Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions.

Item No. 4 & 5

Sri C. Rangamani and Sri S.S.Muthuvelappan were appointed as Non-Executive Independent Directors by the members at the Annual General Meeting held on 30th September 2014 to hold office for a term of five consecutive years from 30th September 2014 to 29th September 2019.

As per the newly introduced Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, non-executive directors who have attained or will attain the age of seventy five years as at 1st April 2019, shall not continue or be appointed as non-executive directors unless their appointment or continuation is approved by special resolution.

Sri C.Rangamani and Sri Muthuvelappan are 76 years of age and continuation of their current tenure of office from 1st April 2019 requires approval of members by special resolution.

The Board of Directors and the Nomination and Remuneration Committee are of the opinion that in view of their rich and varied experience, their continued association would benefit the Company and have recommended for approval of the members of the special resolutions set out under item No.4 and 5 of the Notice.

Except Sri C. Rangamani and Sri S.S.Muthuvelappan themselves, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions.

Item No.6

Pursuant to Section 148 of the Companies Act 2013, the Board of Directors of the Company has appointed M/s. STR & Associates, Cost Accountants, Tiruchirappalli, as Cost Auditors for audit of the cost records relating to Sugar, Distillery, Power and Soya Divisions of the Company for the financial year ending 31st March 2019 and fixed a remuneration of Rs. 5.50 lakhs. Rule 14 of the Companies (Audit and Auditors) Rules 2014 specifies that the remuneration payable to the Cost Auditors is to be ratified by the members at the General Meeting. Accordingly, necessary resolution is set out in item No. 6 of the Notice for the members' approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No.7

To meet certain charitable and social obligations, it is proposed to authorise the Board of Directors to make donations up to Rs.20 lakhs (Rupees twenty lakhs only) during the financial year ending 31st March 2019. Necessary resolution is set out in item No.7 of the Notice for members' approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Chennai
24th August 2018

By Order of the Board
S BASKAR
Sr. Vice President &
Company Secretary

**Annexure
Details of Directors**

Brief resume of the Directors proposed to be appointed/re-appointed is given in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2:

Name of Director	Dr. M. Manickam (DIN - 00102233)	Sri. M. Balasubramaniam (DIN - 00377053)
Date of birth and age	24.03.1956 / 62 years	6.5.1958 / 60 years
Qualification	M.Sc., MBA (USA)	M.Com., MBA (USA)
Nature of expertise in functional areas	Has expertise in management of sugar and auto component manufacturing companies with about 37 years of experience. Past president of ISMA and SISMA.	Has expertise in management with finance and sugar companies
Terms and conditions of appointment / re-appointment	Appointment as Managing Director	Re-appointment as Director on retirement by rotation
Last remuneration drawn, if any	NIL	NIL
Date of first appointment as Director	16.09.1980	21.08.1989
Shareholding in the company (No. of shares)	19,14,200	3,37,325
Relationship with other Directors/KMP	Related to Sri. M. Balasubramaniam and Sri. M. Srinivaasan as brother	Related to Dr. M. Manickam and Sri. M. Srinivaasan as brother
No. of Board Meetings attended during the year	4	4
Names of the companies in which directorship is held:	Sakthi Finance Ltd. and Kovai Medical Centre and Hospital Ltd	Sakthi Finance Limited
i) Listed entities	ABT Ltd., Sri Chamundeswari Sugars Ltd., Sakthi Auto Component Ltd., Sakthi Properties (Coimbatore) Ltd., The Gounder and Co. Auto Ltd., ABT Foods Retailing (India) Ltd.,	ABT Ltd., Sri Chamundeswari Sugars Ltd., Sakthi Financial Services Ltd., Sakthi Auto Component Ltd., Sakthi Management Services (Coimbatore) Ltd., The Gounder & Co., Auto Ltd.,
ii) Others	ABT Auto Investments Ltd., Sakthi Global Auto holdongs Ltd., Anamalais Bus Transport P. Ltd., ABT Info Systems P. Ltd. Nachimuthu Industrial Association	ABT Foods Retailing (India) Ltd., Anamalais Bus Transport P. Ltd., ABT Textiles P Ltd., Tridents Thoughts Origination P Ltd., Nachimuthu Industrial Association. Coimbatore Innovation and Business Incumbator
Chairmanship/Membership of Committees:	Sakthi Finance Ltd. - Stakeholders Relationship Committee - Chairman Sakthi Auto Component Ltd., - CSR Committee - Chairman - Nomination & Remuneration Committee - Member ABT Ltd., - CSR Committee - Chairman - Nomination & Remuneration Committee - Member	Sakthi Finance Ltd. - Stakeholders Relationship Committee - Member



