



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 55th Annual General Meeting of the Company will be held at its Registered Office at Sakthinagar- 638315, Bhavani Taluk, Erode District, Tamil Nadu, on Wednesday, the 27th September 2017 at 3.00 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 i.e. Balance Sheet as at 31st March 2017, Statement of Profit and Loss for the year ended on that date, Cash Flow Statement and notes thereon, the Consolidated Financial Statements and Reports of the Board and Auditors thereon 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.Srinivaasan (holding DIN 00102387), who retires by rotation, be and is hereby appointed as a Director of the Company in the place vacated by him."

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, M/s. P K Nagarajan & Co., Chartered Accountants (Firm Registration No. 016676S), be appointed as statutory auditors of the Company, in the place of M/s. P N Raghavendra Rao & Co, Chartered Accountants (Firm Registration No. 003328S) whose tenure of office expires at the conclusion of the 55th Annual General Meeting (AGM) in terms of Section 139(2) of the said Act, to hold office for a term of five consecutive years from the conclusion of this 55th AGM till the conclusion of the 60th AGM, subject to ratification at every intervening AGM, if required, on such remuneration as may be decided by the Board of Directors of the Company."

"RESOLVED FURTHER that M/s. P K Nagarajan & Co., Chartered Accountants (Firm Registration No. 016676S), be paid separate remuneration as may be approved by the Audit Committee of the Company for attending to taxation and other works connected with the Company that may be entrusted to them from time to time."

SPECIAL BUSINESS

4. 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.4.50 lakhs plus applicable tax thereon and reimbursement of out-of-pocket expenses to M/s. STR & Associates, Tiruchirapalli, Cost Accountants (Firm Registration No.000029), who are appointed as Cost Auditors of the Company for the financial year ending 31st March 2018."

5. 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 2018."

Coimbatore
11th August 2017

By Order of the Board

S BASKAR
Chief Financial Officer &
Company Secretary

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. 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.
3. Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard on General Meetings (SS-2), relevant information on the Director seeking reappointment at the Annual General Meeting is provided in the annexure.
4. Annual Report containing the financial statements, Board's Report and Independent Auditors' Report thereon, Attendance Slip and Proxy Form are being sent separately.
5. Route map for the venue of the Annual General Meeting and the land mark for easy identification forms part of the Notice.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from 21.9.2017 to 27.9.2017 (both days inclusive).
7. 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.
8. 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 18th August 2017. 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.
9. The cut-off date for the purpose of determining the voting rights of the members is 20th September 2017. 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.
10. The persons who have become members of the Company after 18th August 2017 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.
11. 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.
12. 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.

13. 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.
14. The procedures for shareholders voting electronically are as under:
- (i) The voting period begins on Sunday, 24th September 2017 at 9.00 a.m. and ends on Tuesday, 26th September 2017 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 20th September 2017, 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:

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).

- (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.
- (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, Chief Financial Officer & 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 Executive Chairman or the authorized Director.
17. The results of voting will be declared by the Executive Chairman 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.4

Pursuant to Section 148 of the Companies Act 2013, the Board of Directors of the Company has appointed M/s. STR & Associates, Cost & Management 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 2018 and fixed a remuneration of Rs.4.50 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. 4 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.5

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 2018. Necessary resolution is set out in item No.5 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.

Coimbatore
11th August 2017

By Order of the Board
S BASKAR
Chief Financial Officer &
Company Secretary

Re-appointment of a Director

A brief resume of the Director proposed to be re-appointed on retirement by rotation is given in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard-2:

Name of Director	Sri M.Srinivaasan (DIN - 00102387)
Date of birth and age	02.09.1966 / 50 years
Qualification	B.E., M.B.A (USA)
Nature of expertise in functional areas	He holds a Bachelor's degree in Engineering and a Post Graduate degree in Business Administration. He has got rich and varied experience for about 24 years in sugar industry. He is the Managing Director of Sri Chamundeswari Sugars Limited and Joint Managing Director of the Company. He was the President of Indian Sugar Mills Association (ISMA).
Terms and conditions of appointment / re-appointment	Re-appointment on retirement by rotation.
Date of first appointment as Director	23.08.1995
Shareholding in the company (No. of shares)	2,01,000 Equity Shares
No. of meetings attended	5
Relationship with other Directors / KMP	Brother of Dr.M.Manickam, Executive Chairman and Sri. M. Balasubramaniam, Managing Director
Directorships held in other companies	a. A B T Limited b. Sakthi Finance Limited c. Sri Chamundeswari Sugars Limited d. Sakthi Auto Component Limited e. Sakthi Management Services (Coimbatore) Limited f. Sakthi Properties (Coimbatore) Limited g. The Gounder And Company Auto Limited h. Nachimuthu Industrial Association
Chairmanship / Membership of Committees	Sakthi Sugars Limited Share Transfer Committee - Member CSR Committee - Member Sakthi Finance Limited Audit Committee - Member Sri Chamundeswari Sugars Limited Stakeholders Relationship Committee - Member Risk Management Committee - Chairman

Route Map for the Venue of the 55th Annual General Meeting and land mark for easy location

