



SAKTHI SUGARS LIMITED

CIN : L15421TZ1961PLC000396

Regd. Office : Sakthi Nagar - 638 315, Bhavani Taluk, Erode District, Tamilnadu.

Phone : 0422-4322222, 2221551

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

To

The Members,

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Thursday, 14th December 2023 at 11.30 a.m. through Video Conferencing/Other Audio-Visual Means (VC/OAVM) to transact the following business:

SPECIAL BUSINESS

Item No. 1:

Approval for sale of Soya Unit under Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 outside a Scheme of Arrangement

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

“RESOLVED that pursuant to Regulation 37A and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act'), read with the corresponding rules, if any, as amended from time to time, approval of the Members of the Company be and is hereby given to the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company, viz. Soya Unit at Marchinaickenpalayam, Ambarampalayam Post, Pollachi, Coimbatore District, Tamilnadu, including fixed assets, plant & machinery, stocks and other assets belonging to the Unit, as a going concern or on a slump sale basis, at fair price not being less than the values as arrived at by Registered Valuers, and for transfer of employees of that Unit, on such terms and conditions as may be decided by the Board and to enter into contract(s)/agreement(s) in connection therewith.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be required in this regard, including delegation of this power to any Committee of the Board or any Director or Executive/official/person as the Board/Committee may deem necessary.”

Item No. 2:

Approval of material Related Party Transaction for sale of Soya Unit to ABT Limited

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

“RESOLVED that pursuant to Regulation 23(4) and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act'), read with the corresponding rules, if any, as amended from time to time, approval of the Members of the Company be and is hereby accorded for sale of Soya Unit at Marchinaickenpalayam, Ambarampalayam Post, Pollachi, Coimbatore District, Tamilnadu, including all fixed assets, plant & machinery, stocks and other assets belonging to the Unit, as a going concern or on a slump sale basis to ABT Limited, a related party in which certain Directors of the Company are interested, at fair price not being less than the values as arrived at by Registered Valuers, and for transfer of employees of that Unit to ABT Limited, on such terms and conditions as may be decided by the Board and to enter into contract(s)/agreement(s) in connection therewith.”

“RESOLVED FURTHER that the Board of Directors of the Company or any Committee of the Board be and is hereby authorized to decide on the nature of transactions, including sale of the soya unit to any other party, and to make / execute all such arrangements, agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions and to delegate such authority to any Director or officer of the Company and to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Item No. 3:

Omnibus approval for material Related Party Transactions with ABT Limited

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

“RESOLVED that pursuant to Regulation 23(4) and such other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act'), read with the corresponding rules, if any, as amended from time to time,

approval of the Members of the Company be and is hereby accorded for entering into and/or carrying out transactions and/or continuing with the existing transactions/contracts/arrangements with ABT Limited, a related party in which certain Directors of the Company are interested, for purchase and sale of goods, rendering and receipt of services, payment of interest and other transactions, the details of which are mentioned in the explanatory statement annexed to this Notice, upto Rs.45 crores during the financial year ending 31st March 2024 which are in the normal course of its business and on arm's length basis, provided that the aggregate value of all the transactions already made and proposed to be made with ABT Limited shall not exceed Rs.260 crores during the financial year 2023-24."

"RESOLVED FURTHER that the Board of Directors of the Company, including any Committee of the Board, be and is hereby authorized to decide on the nature of transactions and to make/execute all such arrangements, agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions and to delegate such authority to any Director or officer of the Company and to do all such acts, deeds, matters and things as they may deem fit in their absolute discretion to give effect to this resolution and for the matters connected therewith or incidental thereto."

By order of the Board

Coimbatore

S. Baskar

09.11.2023

President & Company Secretary

Notes:

1. As per the relevant circulars of the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) regarding holding of Annual General Meetings through VC/OAVM and in compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Extraordinary General Meeting ("EGM") of the Company is being conducted through Video Conference / Other Audio Visual Means (VC/OAVM). The EGM does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since the EGM is being held through VC/OAVM pursuant to MCA/SEBI Circulars and physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act 2013 (the Act) will not be available for the EGM. However, institutional/corporate members may appoint their representatives in pursuance of Section 112 and Section 113 of the Act, for the purpose of participation in the EGM through VC/OAVM and to exercise e-voting.
3. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. Link Intime India Private Limited will be providing their facility ('InstaMeet') for participation in the EGM through VC/OAVM and e-voting during the EGM, and for voting through remote e-voting ('InstaVote').
5. Members may join the EGM through VC/OAVM by following the procedure mentioned in Note No.25 herein below. The login provision for joining the meeting shall be kept open for the Members 30 minutes before the scheduled time for commencement of the EGM (i.e. from 11.00 a.m.) till 15 minutes after the commencement time of the EGM (i.e. upto 11.45 a.m.). Thereafter the login provision shall be deactivated.
6. Members may note that the VC/OAVM facility provided by Link Intime India Private Limited, allows participation of not less than 1000 Members on first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first-come first-served basis.
7. Attendance of the Members participating in the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Statement pursuant to Section 102 of the Act relating to the business to be transacted at the EGM is attached.
9. The documents for inspection at the EGM will be made available on the website of the Company (www.sakthisugars.com).
10. Notice is being sent electronically 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 10th November 2023.
11. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that physical copy of the Notice will not be sent, except to those members who request for the same. The Notice of the EGM will be available on the website of the Company at www.sakthisugars.com, on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) and also on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>).

12. In case shareholder(s) has/have not registered his/her/their email address with the Company/RTA/Depositories, they are requested to register their email ID by following the steps given below:
 - a. In case of shareholders holding shares in physical form:

Kindly login to the website of the Company's Registrar and Share Transfer Agent, Link Intime India Private Ltd., www.linkintime.co.in, go to investor service section and select 'Email/Bank detail Registration', fill in the details and upload the required documents and submit.
 - b. In case of shareholders holding shares in demat form:

Kindly contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
13. Members can attend and participate in the EGM through VC/OAVM only.
14. The cut-off date (record date) for the purpose of determining the voting rights of the members is Thursday, 7th December 2023. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
15. The persons who have become members of the Company after 10th November 2023 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 7th December 2023 (cut-off date) may contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited through e-mail at "coimbatore@linkintime.co.in" and provide their e-mail ID and folio/client ID for sending the EGM Notice electronically. The members can also download the EGM Notice 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 in Note No.24 herein below.
16. Members holding shares in physical form are requested to notify the change, if any, in their address together with a proof to the Company or the Registrars and Share Transfer Agents, Link Intime India Private Limited. Members holding shares in electronic form are requested to advise the change in their address to their Depository Participants.
17. 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 and e-voting facility during the EGM for exercising their voting rights.
18. Sri M.D.Selvaraj, Managing Partner, M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, has been appointed as Scrutinizer for conducting the remote e-voting and e-voting during the EGM in a fair and transparent manner.
19. The remote e-voting period begins on Monday, 11th December 2023 at 9.00 a.m. and ends on Wednesday, 13th December 2023 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 7th December 2023, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
20. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent by email from their registered email ID to the Scrutinizer's email address at mds@mdsassociates.in with copies marked to the Company at shares@sakthisugars.com and to its RTA at 'enotices@linkintime.co.in'.
21. During the EGM, the Chairman shall inform about opening of e-voting facility on the platform of Link Intime India Private Limited to enable those Members who have not cast their vote and would like to cast their vote at the EGM. The Members who have already cast their vote by remote e-voting cannot vote again at the EGM.
22. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to attend and vote, unless the other joint holder is authorised in writing to do so.
23. Instructions for shareholders to speak during the EGM through InstaMeet:
 - i. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the email id shares@sakthisugars.com.
 - ii. Shareholders will get confirmation on first cum first basis.

- iii. Shareholders will receive “speaker serial number” once they mark attendance for the meeting.
- iv. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.
- v. Please remember the speaker serial number and when called upon to speak, start the conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management announced the name and serial number of the speaker.

24. Instructions for remote e-voting electronically by shareholders (Instavote):

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your user ID and password. • After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. • If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-voting service provider name to cast your vote.

	<ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration. • Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-voting service provider (ESP) where the e-voting is in progress.
Individual shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.
Individual shareholders (holding securities in physical mode) & e-voting service provider is LINKINTIME.	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in • Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. • Set the password of your choice (The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to logon the e-voting system of Link Intime India Private Limited (LIPL) at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service provider is Link Intime have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members are having valid email address, password will be sent to his/her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits), etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for individual shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

Helpdesk for individual shareholders holding securities in physical mode/institutional shareholders and e-voting service provider is Link Intime.

In case shareholders/members holding securities in physical mode/institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under help section or send an email to enotices@linkintime.co.in or contact Instavote Support Desk, Link Intime India Private Limited on Tel: 022-4918 6000.

25. Process and manner for attending the Extraordinary General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "Company" and 'Event Date' and register with your following details:

(A) Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/members holding shares in physical form shall provide Folio Number registered with the Company

(B) PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number provided to you, if applicable).

(C) Mobile No.: Enter your mobile number.

(D) Email ID: Enter your email id, as recorded with your DP/Company.

Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

26. Instructions for Shareholders/Members to Vote during the Extraordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents number of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/Members, who will be present in the Extraordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Extraordinary General Meeting will be eligible to attend/participate in the Extraordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

27. In case of any query or issue or grievance connected with the facility of remote e-voting, members may contact Sri S Baskar, President & Company Secretary, through e-mail id 'shares@sakthisugars.com' or through Phone No. 0422 - 4322222.
28. The Scrutinizer shall, immediately after the conclusion of the voting at the EGM, first download 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 Extraordinary General Meeting to the Chairman and Managing Director or the authorized Director/Executive.
29. The results of voting will be declared by the Chairman and Managing Director or the authorized Director/Executive at the Corporate Office of the Company at 180 Race Course Road, Coimbatore-641 018 within 48 hours from the conclusion of the EGM. The result along with Scrutinizer's Report will be posted on the Company's website www.sakthisugars.com and on the website of Link Intime India Private Limited: <https://instavote.linkintime.co.in>. 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.1

For the purpose of reducing the liabilities of the Company, on the recommendation of the Audit Committee and the Board of Directors, the Members of the Company at the Extraordinary General Meeting (EGM) held on 27th May 2022 by a special resolution approved, among others, sale of Soya Unit of the Company at Marchinaickenpalayam, Ambarampalayam Post, Pollachi, Coimbatore District, Tamilnadu, including fixed assets, plant & machinery, stocks and other assets belonging to the Unit, as a going concern or on a slump sale basis, at fair price not being less than the values as arrived at by Registered Valuers, and for transfer of employees of that Unit, on such terms and conditions as may be decided by the Board under Section 180(1)(a) of the Companies Act 2013. A copy each of the valuation reports issued by M/s. A.P. & Associates and M/s. R.K.Associate, Registered Valuers, are available in the Company's website www.sakthisugars.com.

SEBI, vide Notification dated 14th June 2023, has amended the SEBI (LODR) Regulations by inserting a new Regulation 37A which stipulates that prior approval of Members by special resolution is to be obtained for sale, lease or otherwise disposing of an undertaking by a listed company outside a Scheme of Arrangement. Since the proposed sale of Soya Unit is not under any Scheme of Arrangement of the Company, approval of the Members is required by a special resolution for sale of Soya Unit of the Company. As mentioned above, the object and commercial rationale for sale of the said undertaking is to reduce the liabilities of the Company and thereby, the interest outgo. The proceeds of sale will be used for repayment of loans of the Company. In view of this, the Board of Directors have recommended the special resolution set out under Item No.1 of this EGM Notice for Members approval.

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

Item No.2

At the EGM referred to in Item No. 1 above, the Members by an ordinary resolution also approved related party transaction with respect to sale of Soya Unit to ABT Limited or Sakthi Industrial Enterprises Private Limited under Regulation 23(4) of the SEBI (LODR) Regulations 2015.

As the aggregate value of all transactions already made and proposed to be made with ABT Limited (including proposed sale of Soya Unit) during the financial year 2023-24 would exceed 10% of the turnover of the Company for the preceding financial year ended 31st March 2023, pursuant to Regulation 23(4) of the SEBI (LODR) Regulations an ordinary resolution regarding related party transactions upto an aggregate value of Rs.260 crores was placed before the 61st Annual General Meeting for Members approval. However, this resolution was not carried for want of requisite majority of voting. For the sake of good corporate compliance, the Board of Directors have decided to obtain

approval of the members again under Regulation 23(4) of the SEBI (LODR) Regulations for sale of Soya Unit of the Company to ABT Limited and recommended the ordinary resolution set out in the EGM Notice under Item No.2 for Members approval. Notwithstanding this, the Board may sell the Soya Unit to any other party.

The details that are required to be given in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI (LODR) Regulations are as under:

(a)	Name of the Related Party	ABT Limited
(b)	Name of the Director or KMP who is related, if any.	Dr. M. Manickam, Chairman and Managing Director, Sri M. Balasubramaniam, Managing Director, and Sri M. Srinivaasan, Joint Managing Director of the Company. Dr. Manickam, Sri Balasubramaniam and Sri Srinivaasan hold 116395 shares (77.60%), 9465 shares (6.31%) and 1780 (1.19%) respectively in ABT Limited.
(c)	Nature of relationship	The aforesaid Directors of the Company are Directors and shareholders of ABT Limited and have significant influence in the affairs of that company.
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	The proposed contract/agreement is for sale of Soya Unit of the Company at Marchinaickenpalayam, Ambarampalayam Post, Pollachi, Coimbatore District, Tamilnadu for a consideration not less than the value as per the valuation done by the Registered Valuers to ABT Limited.
(e)	Tenure of the proposed transaction (particular tenure shall be specified)	As the nature of contract is sale of asset, tenure of the contract does not arise.
(f)	Justification as to why the proposed transaction is in the interest of the Company	The Board of Directors had decided to sell the Company's assets which are low yielding for the purpose of raising funds for reducing the liabilities to banks and others. In this regard, it is proposed to sell the Soya Unit of the Company for the purpose mentioned above. ABT Limited is willing to purchase the Soya Unit proposed to be sold at the price decided by the Audit Committee/Board of the Company based on the valuation report. Since tendering of the Soya Unit for sale and negotiation will be a time consuming process and the price fixed for sale to the related party is fair and represents the market value, sale of Soya Unit to the said related party is justified and the Company would be able to realise the sale consideration at the earliest for repayment of liabilities to banks and others.
(g)	The percentage of the Company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	The value of the transaction (fixed asset value of Rs.73 crores) would be 6.93% of the annual turnover of the Company for the financial year ended 31st March 2023.
(h)	A copy of the valuation or other external party report, if any, such report has been relied upon	A copy each of the valuation reports issued by M/s. A.P. & Associates and M/s. R.K.Associate, Registered Valuers, are available in the Company's website www.sakthisugars.com upto the date of the EGM.

Except Dr. M. Manickam, Chairman and Managing Director, Sri M.Balasubramaniam, Managing Director, and Sri M. Srinivaasan, Joint Managing Director of the Company, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Item No.3

ABT Limited is a company in which certain Directors of the Company are interested. The Audit Committee of the Company had approved entering into the following transactions with ABT Limited during the course of its business which are on arm's length basis upto a value of about Rs.45 crores during the financial year 2023-24:

- a. Purchase and sale of goods such as cars, spare parts etc.
- b. Rendering and receipt of services like servicing of vehicles, co-location facility.
- c. Lease of office space.
- d. Payment of interest for the loans availed.
- e. Transfer or exchange of any resources, services or obligations to meet business requirements.

As mentioned earlier, since the aggregate value of all transactions already made and proposed to be made with ABT Limited during the financial year 2023-24 would exceed 10% of the turnover of the Company for the preceding financial year ended 31st March 2023, pursuant to Regulation 23(4) of the SEBI (LODR) Regulations, an ordinary resolution regarding related party transactions upto an aggregate value of Rs.260 crores was placed before the 61st Annual General Meeting for Members approval. However, this resolution was not carried for want of requisite majority of voting. The Board of Directors have decided to seek the Members approval again for the aforesaid omnibus approval for material related party transactions with ABT Limited under Regulation 23(4) of the SEBI (LODR) Regulations 2015 and recommended the ordinary resolution set out under Item No.3 in the EGM Notice for Members approval.

The details that are required to be given in the Explanatory Statement pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November 2021 and SEBI (LODR) Regulations are as under:

(a)	Name of the Related Party	ABT Limited
(b)	Name of the Director or KMP who is related, if any.	Dr. M. Manickam, Chairman and Managing Director, Sri M. Balasubramaniam, Managing Director, and Sri M.Srinivaasan, Joint Managing Director of the Company. Dr. Manickam, Sri Balasubramaniam and Sri Srinivaasan hold 116395 shares (77.60%), 9465 shares (6.31%) and 1780 (1.19%) respectively in ABT Limited.
(c)	Nature of relationship	The aforesaid Directors of the Company are Directors and shareholders of ABT Limited.
(d)	Nature, material terms, monetary value and particulars of the contract or arrangement	<ol style="list-style-type: none">a. Purchase and sale of goods such as cars, spare parts, etc.b. Rendering and receipt of services like servicing of vehicles, co-location facilityc. Lease of office spaced. Payment of interest for the loans availede. Transfer or exchange of any resources, services or obligations to meet business requirements. <p>The value of the above transactions will be about Rs.45 crores.</p> <p>The aggregate value of all the transactions that have taken place or proposed to take place with ABT Limited (including the above transactions) during the financial year 2023-24 will be about Rs.260 crores.</p>
(e)	Tenure of the proposed transaction (particular tenure shall be specified)	During the financial year 2023-24

(f)	Justification as to why the proposed transaction is in the interest of the Company	The transactions are at arms length and the Company is assured of the availability of goods and services and other facilities at the required time and with good quality. The Company is liable to pay interest on the amounts borrowed from ABT Limited. The Company has also taken/given office space on lease on which rent is payable/receivable.
(g)	The percentage of the Company's annual turnover, for the immediately preceding financial year i.e. represented by the value of the proposed transaction	The value of the proposed specific transactions upto Rs.45 crores for which omnibus approval is sought will be 4.27% and the aggregate value of all the transactions during the financial year 2023-24 (including proposed sale of Soya Unit) with ABT Limited will be 24.67% of the annual turnover of the Company for the financial year ended 31.3.2023.
(h)	A copy of the valuation or other external party report, if any, such report has been relied upon.	Not Applicable.

Except Dr. M. Manickam, Chairman and Managing Director, Sri M. Balasubramaniam, Managing Director, and Sri M. Srinivaasan, Joint Managing Director, no other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

Coimbatore
09.11.2023

By order of the Board
S. Baskar
President & Company Secretary