



NOTICE

NOTICE is hereby given that the 73rd Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Thursday, the 27th day of July, 2017 at 10.00 A.M. at the Registered Office of the Company at Phagwara to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2017.
2. To declare dividend on the Equity Shares for the year ended 31.03.2017.
3. To appoint Director in place of Shri Naresh Sardana (DIN : 01213955), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors by passing with or without modification(s) the following resolution as an ordinary resolution :

"Resolved that pursuant to the provisions of section 139 and any other applicable provision of The Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s VSAP & Associates, Chartered Accountants (FRN 018705N), be and are hereby appointed as Auditors of the company in place of the retiring auditors M/s Y K Sud & company, Chartered Accountants (who complete their term on the conclusion of this AGM u/s 139(2) of the Act) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 78th Annual General Meeting (subject to ratification of their appointment at every AGM if so required under the Act), at such remuneration, as may be mutually agreed between the Board and the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :
"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Satish Chander Jindal (DIN 01173299) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years."
6. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :
"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Shiv Kumar Anand (DIN 00528532) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years."
7. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution :



"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is hereby granted to the re-appointment of Shri Vinod Pal Kapahi (DIN 00957729) (Non Executive Director), as an Independent Director of the Company to hold office for a further period of 3 years."

8. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution :-

"Resolved that pursuant to the provisions of Section 161, 196, 197, any other applicable provision of The Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule V to The Companies Act, 2013, the consent of the members be and is hereby granted to the appointment of Shri M.G. Sharma (DIN 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2016 for a period of 3 years, on the terms & conditions including remuneration as are set out in the Explanatory Statement annexed hereto with the liberty to the Board of Directors to alter and vary and / or modify the terms & conditions of the appointment including remuneration etc. payable to Shri M G Sharma within the limits specified in Schedule V to The Companies Act, 2013 and / or any amendment thereto as may be made by the Central Government from time to time and as may be agreed between the Board of Directors and Shri M.G. Sharma."

9. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2018, by passing with or without modification(s) the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration fixed by the Board of Directors payable to the Cost Auditors for conducting the audit of cost records of the Company for the financial year ending March 31, 2018, be and is hereby ratified."

Place : Phagwara.

Dated : 24th May, 2017

By Order of the Board

Sd/-

AMAN SETIA

Vice President (Finance)

& Company Secretary

EXPLANATORY STATEMENT(S) OF ITEM NO. 5 TO 9 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 5 TO 7

Shri Satish Chandra Jindal, M.A.LL.B., is a Non Executive Independent Chairman of the Company. He is also a member of Audit Committee, Corporate Social Responsibility (CSR) Committee, Nomination & Remuneration Committee and Stakeholders' relationship/grievance Committee. He is professionally qualified and has life long business experience to his credit in diverse field. He is actively involved as a senior partner in M/s. Metropolis Motors, Rampur (U.P.) He holds 35,220 shares of our company.

Shri Shiv Kumar Anand, B. E. (Electrical), is a Non Executive Independent Director of the Company. He is also a member of Audit Committee, Stakeholders' relationship/grievance Committee and Nomination & Remuneration



Committee. He is presently working as the Director of M/s. Ananda Toys Pvt. Ltd. He has headed many leading organizations successfully controlling / leading their vital managerial / administrative / operational functions. He has worked as Executive Director and Managing Director of M/s. North Eastern Supply Co. of Orissa. He has served Punjab State Electricity Board as Chief Engineer for four years and thereafter Member (Distribution) of the Board for quite some time. He has a rich managerial, administrative and commercial experience to his credit. He holds 1002 shares of our company.

Shri Vinod Pal Kapahi, B.A., C.A.I.I.B., is a Non Executive Independent Director of the Company. He is also a member of Audit Committee, Corporate Social Responsibility (CSR) Committee and Nomination & Remuneration Committee. He is a retired Senior Executive of a Public Sector Bank having long experience in industrial financial besides a strong administrative & managerial capability to his credit. He does not hold any other directorship and holds 1000 shares of our company.

In terms of Section 149, 150 152, any other applicable provision of The Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the term of appointment of above existing Independent Directors is expiring on 27th July, 2017 and it is proposed that the above Directors, namely Sh. Satish Chander Jindal, Sh. Shiv Kumar Anand and Sh. Vinod Pal Kapahi be re-appointed as Independent Directors for a further period of 3 years and shall not be liable to retire by rotation.

The Independent Directors have confirmed that they are not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being re-appointed as the Independent Directors of the Company.

In the opinion of the Board, the Independent Directors proposed to be re-appointed fulfill all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are Independent of the management. The re-appointment of the Independent Directors will be as per the terms and conditions of initial appointment, which are available for inspection by members at the Registered Office of the Company and are also available on the website of the Company.

The Board considers that their association would be of immense benefit to the Company and it is desirable to continue to avail their services. Accordingly, the Board recommends the re-appointment of the Independent Directors and propose to pass the resolutions set out in item no.5 to 7 (both inclusive) respectively.

Save and except the Independent Directors and their relatives to the extent of their shareholding interest, if any, in the company with regard to their respective appointments, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item No. 5 to 7 (both inclusive).

ITEM NO. 8

Shri M G Sharma, who is B.Sc , D.B.I.M, F.C.A, A.C.S and has been working with the company since 1981 and as Group Senior Vice President & C.F.O. when co-opted as member of the board. He is heading finance and commercial functions of the company with due compliance of statutory Acts like Income Tax Act, Central Excise Act etc and other applicable Acts to the company from time to time. The Board, in their meeting held on 27.07.2016 (subject to the approval of the shareholders in the ensuing General Meeting) have appointed Shri M.G. Sharma as Executive Director (Fin) & C.F.O. of the Company for a period of 3 years with effect from 1st August, 2016 on the following terms & conditions :



1. The Executive Director (Fin) & C.F.O shall be vested with the powers of governance & control for the general conduct of business and affairs of the company efficiently and profitably under the superintendence / overall directions of the Board of Directors / Managing Director(s).
2. The appointment is made for a period of 3 years with effect from 1st August, 2016.
3. REMUNERATION:
 - (a) Salary & Allowances : ₹3.01 Lacs p.m. with annual increment as may be decided by the Board of Directors from time to time within the overall limits specified under Schedule V to the Companies Act, 2013.
 - (b) Perquisites : Perquisites shall be allowed in addition to salary & will be restricted to an amount equal to the annual salary.

Unless otherwise the context requires Shri M G Sharma shall be entitled to the following perquisites under three categories :

CATEGORY 'A'

- (i) Free furnished company owned/rented accommodation.
- (ii) Medical re-imbusement for the expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary in a period of three years as per the rules of the Company.
- (iii) Leave Travel Concession to the appointee and his family once in a year as per rules of the Company.
- (iv) Club Fee subject to a maximum of two clubs and not including membership fee or life membership fee.
- (v) Personal Accident Insurance & Medclaim Insurance as per rules of the company.

CATEGORY 'B'

- (i) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act.
- (ii) Earned Leave : As per rules of the Company and being presently enjoyed by him.

CATEGORY 'C'

Provision of chauffeur driven car for use on company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls or private use of car shall be billed to the appointee as per rules of the company.

The above limits shall be subject to Schedule V of the Companies Act, 2013 and any amendment thereto as may be made by the Central Government from time to time and agreed between the Board of Directors and Shri M G Sharma. He shall be entitled to actual entertainment and traveling expenses incurred during the course of business as per rules of the Company. Shri M G Sharma will not receive any sitting fee for attending the meeting of the Board of Directors of the Company and shall not, so long as he functions as Executive Director of the Company, become interested or concerned directly or through his wife or children in any selling agency of the company or any of its subsidiary companies, without prior approval of the shareholders (if any required).

He has been associated with the company for more than three decades and has been involved in policy formulation and various other activities like project / product planning & development. He is also actively involved in key areas like procurement of raw materials, marketing of finished products and other commercial activities besides heading the finance department of the Company. The Board, therefore, in the overall interest of the company, recommends his appointment as Executive Director (Fin) & CFO for a period of 3 years with effect from 1st August, 2016.

None of the Directors except Shri M G Sharma himself, is concerned or interested in this resolution.



ITEM NO. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors i.e. Audit fee of Rs. 80,000/- plus applicable taxes and reimbursement of travelling/other out of pocket expenses (if any), for the financial year ending March 31, 2018 by passing an Ordinary Resolution as set out at Item No. 9 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

NOTES :

1. A Member entitled to attend and a vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
2. Members intending to seek any clarification on the accounts, in the meeting, are requested to inform the company at least seven days in advance from the date of the Annual General Meeting. A copy of the Balance Sheet as at 31.03.2017 and Profit & Loss Account for the year ended on that date together with the Independent Auditors' Report and Directors' Report thereon are also enclosed. Members, are, however, requested to bring their copies of the Annual Report to the meeting.
3. The notice of the AGM along with the Annual Report for the financial year 2016-17 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 22nd July, 2017 to 27th July, 2017 (both days inclusive).
5. Members holding shares in physical form, are requested to notify any change in their bank accounts, addresses and E-mail IDs etc. immediately to the Registrar-cum-Share Transfer Agents of the Company and members holding shares in Demat form, should furnish the said particulars to their respective Depository Participants.
6. The payment of dividend (as recommended by the Board) will be made on and from 01.08.2017, after its approval in the AGM :
 - (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on 20th July, 2017.
 - (b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 21th July, 2017
7. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail Ids by sending written request to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and with the concerned Depository Participant in respect of shares



held in Demat form to enable the Company to serve them documents / all communications including Annual Reports, Notices, circulars etc. in electronic form.

8. Members are hereby informed that, Dividends which remain unclaimed / unencashed for over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act.
9. Members, who have not en-cashed their dividend warrants for the financial year 2009-2010, Interim and Final Dividend 2010-2011, 2011-2012, 2012-2013, 2013-14, 2014-15 & Interim Dividend 2015-16 may approach the company for revalidation of the original dividend warrants or for obtaining duplicate dividend warrants. The unpaid / unclaimed amount will be deposited in the Investors Education and Protection Fund as per the given schedule :

Dividend for Financial Year	Date of Declaration	Due date for Deposit
2009-2010	09.08.2010	08.08.2017
2010-2011 (Interim Dividend)	11.01.2011	10.01.2018
2010-2011 (Final Dividend)	01.08.2011	31.07.2018
2011-2012	09.08.2012	08.08.2019
2012-2013	06.08.2013	05.08.2020
2013-2014	29.07.2014	28.07.2021
2014-2015	29.07.2015	28.07.2022
2015-2016 (Interim Dividend)	11.03.2016	10.03.2023

9. Members holding shares in single name and physical form are advised to make nomination in respect of their share-holding in the Company. Every person, who becomes the nominee under the provision of the Act, may upon the production of such an evidence, as may be required by the Board, elect either to get himself registered as the holder of the securities or to make such transfers as the case may be, as the deceased holder could have made.
10. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to notify their PANs to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PANs to the Company / RTA.
11. Information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, Mumbai in respect of Director seeking appointment / re-appointment at the Annual General Meeting is given hereunder :-
 Shri Naresh. Sardana retires by rotation in the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.
 Shri Naresh Sardana is B. E. (Electrical) and has served as Area Sales Manager (Middle East) with M/s. Brook Crompton International. He does not hold any other directorship and holds 1000 shares of our company. He has long association with the Company and has contributed significantly to the overall growth of the company over the years, the board, therefore, recommends his re-appointment.
12. (a) In accordance with the provisions of section 108 of The Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to transact through electronic voting system and the company is providing the facility for voting by electronic



means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Ltd. (NSDL) to provide e-voting facilities and enable the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period :

Commencement of e-voting : From 9.00 A.M. on 24th July, 2017
End of e-voting : Upto 5.00 P.M. on 26th July, 2017

E-voting shall not be allowed beyond 5.00 P.M. on 26th July, 2017. During E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut off date, may cast their vote electronically. The cut off date of e-voting is 21st July, 2017. The date of determination of shareholders for the purpose of dispatch of notice is 23rd June, 2017.

- (b) **'Voting by electronic means'** or 'electronic voting system' means a **'secured system'** based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate **'cyber security'**.

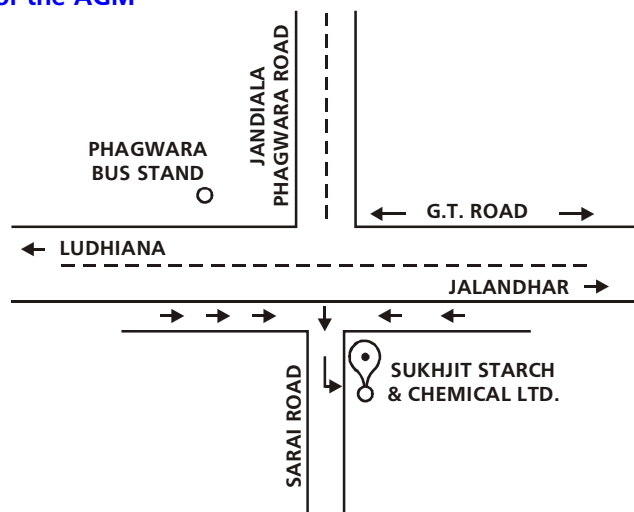
It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

Process / Manner of e-voting - For the Shareholders :

The detailed instructions for E-voting have been given separately in the attached format for E-voting. In case of any queries, you may refer the frequently asked questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

- (c) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- (d) The Company has appointed Mr. Parminder Singh Rally, Practicing Company Secretary, Membership No.6861, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

Route Map to the venue of the AGM



THE SUKHJIT STARCH & CHEMICALS LIMITED

Regd. Office : Sarai Road, Phagwara-144401 Distt. Kapurthala, Punjab
 Email : sukhjit@sukhjitgroup.com Website : www.sukhjitgroup.com
 C.I.N. : L15321PB1944PLC001925

**ATTENDANCE SLIP
 ANNUAL GENERAL MEETING - JULY 27, 2017 AT 10.00 A.M.**

DP ID.		Name & Address of the registered shareholder
Client ID/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.
 I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Thursday the 27th day of July, 2017 at its Regd. office at Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab

.....
 Member's/Proxy's Signature

Note : Please complete this and hand it over at the entrance.

**FORM NO. MGT-11
 PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L15321PB1944PLC001925
Name of the Company :	The Sukhjit Starch & Chemicals Limited
Registered Office :	Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab
Name of the members (s) :	
Registered address :	
E-mail Id :	
Folio No./Client ID	

I/We, being the member (s) of shares of the above named company, hereby appoint.

1.	Name			
	Address			
	E-mail ID	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail ID	Signature		
	or failing him			
3.	Name			
	Address			
	E-mail ID	Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, July 27, 2017 at 10.00 A.M. at its Regd. Office at Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.	2.	3.	4.
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Signed this..... day of 2017.

Signature of shareholder : _____
 Signature of Proxy holder(s) : _____



Note : This form of proxy in order to be effected should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.