



NOTICE

NOTICE is hereby given that the 74th Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Wednesday, the 8th day of August, 2018 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 31.03.2018.
2. To declare dividend on the Equity Shares for the year ended 31.03.2018.
3. To appoint Director in place of Smt. Ravi Chowdhry (DIN : 07082698), who retires by rotation and being eligible, offers herself for re-appointment.
4. To ratify the appointment of Auditors for a further period of 1 year i.e. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting as per the provisions of the Companies Act, 2013 and to fix their remuneration.

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 196, 197 read with the Schedule V and other applicable provisions ,if any, of The Companies Act, 2013, the consent of the members be and is hereby granted to the re-appointment of Shri I.K. Sardana as the Managing Director of the Company with effect from 1st July, 2018 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 re-appointment including remuneration, commission etc. payable to Shri I.K. Sardana 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 I.K. Sardana".
6. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2019, 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, 2019, be and is hereby ratified."

Place : Phagwara.

Dated : 30th May, 2018

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

Shri I. K. Sardana was re-appointed for five years in the Annual General Meeting held on 6th day of August, 2013 (with effect from 1st July, 2013). His term of office is expiring on 30th June, 2018 and your Directors, subject to the approval of the shareholders in the General Meeting, have re-appointed Shri I.K. Sardana as Managing Director of the Company for a further period of 5 years with effect from 1st July, 2018 on the following terms & conditions:-

1. The Managing Director shall act under the superintendence, control and directions of the Board of Directors and is vested with the powers of governance and control of the Company and is authorized to exercise all the powers for the general conduct of business and affairs of the company efficiently and profitably.
2. The re-appointment is made for a period of 5 years with effect from 1st July, 2018.
3. REMUNERATION:
 - (a) Salary & Allowances : ₹ 6.46 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) Commission: ½% (Half percent) of the net profits of the company for each financial year.
 - (c) Perquisites: Perquisites shall be allowed in addition to salary and commission & will be restricted to an amount equal to the annual salary.

Unless otherwise the context requires Shri I. K. Sardana shall be entitled to the following perquisites under three categories:-

CATEGORY 'A'

- (i) Free furnished accommodation with 10% deduction of salary.
- (ii) Medical re-imburement 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 & Mediclaim 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: Full pay and allowances as per rules of the Company but not exceeding one months' leave for every 11 months of service. Encashment of leave at the end of tenure will not be considered as ceiling on the computation of perquisites.

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 I. K.



Sardana. He shall be entitled to actual entertainment and travelling expenses incurred during the course of business as per rules of the Company. Shri I. K. Sardana 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 a Managing Director of the Company, become interested or concerned directly or through his wife or minor children in any selling agency of the company or any of its subsidiary companies, without prior approval of the Central Government.

Sh. I.K Sardana (being 72 years of age) has life long Management, Commercial & Administrative experience to his credit. The company has grown significantly with new projects, expansions or diversified product portfolios under his able stewardship. The Company has shown a quantum jump in its turnover and profitability over the years. The Board, recommends his re-appointment for a period of five years w.e.f 1st July, 2018 (with the approval of the shareholders by way of special resolution) so as to continue benefitting from his lifelong experience and astute leadership in all overall interest and future growth of the company in the overall interest and future growth of the company.

None of the Directors except Shri I. K. Sardana himself, Shri K.K. Sardana (being brother of Shri I. K. Sardana) and Smt. Ravi Chowdhry (being sister of Shri I.K. Sardana) is concerned or interested in this resolution.

ITEM NO. 6

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, 2019.

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 80000/- (as per Previous Year) plus applicable taxes and reimbursement of travelling/other out of pocket expenses(if any), for the financial year ending March 31, 2019 by passing an Ordinary Resolution as set out at Item No. 6 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.

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 31.03.2018 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 2017-18 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. 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.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 4th August, 2018 to 8th August, 2018 (both days inclusive).
6. 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.
7. The payment of dividend (as recommended by the Board) will be made on and from 13.08.2018, 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) on close of business hours on 2nd August, 2018.
 - (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 2nd August, 2018.
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 Interim and Final Dividend for the financial year 2010-2011, 2011-2012, 2012-2013, 2013-14, 2014-15, Interim Dividend 2015-16, 2016-17 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 schedule given below :

Dividend for Financial Year	Date of Declaration	Due date for Deposit
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
2016-2017	27.07.2017	26.07.2024



10. 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.
11. 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.
12. 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 :-

Smt. Ravi Chowdhry retires by rotation in the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Smt. Ravi Chowdhry has a Master's degree in English from Punjab University and pursued her Post Graduation in teaching in New Castle, U.K, She retired as Head of Department from Comprehensive school, New Castle, U.K. She has a vast experience in the field of administration & social work and has been associated with various councils, societies and other social organizations. By virtue of lifelong experience in the diverse field she contributes a lot of value in board deliberations to guide the future of the company. The board therefore, recommend her reappointment in the interest of the company.

She does not hold any other directorship and holds 258869 shares of our company.

Smt. Ravi Chowdhry, herself, Shri I.K. Sardana and Shri K. K. Sardana, both being the brothers of Smt. Ravi Chowdhry may be deemed to be interested in the resolution relating to the said re-appointment.

13. (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 5th August, 2018

End of e-voting : Upto 5.00 P.M. on 7th August, 2018

E-voting shall not be allowed beyond 5-00 P.M. on 7th August, 2018. 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 cutoff date of e-voting is 3rd August, 2018. The date of determination of shareholders for the purpose of dispatch of notice is 22nd June, 2018.



- (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.

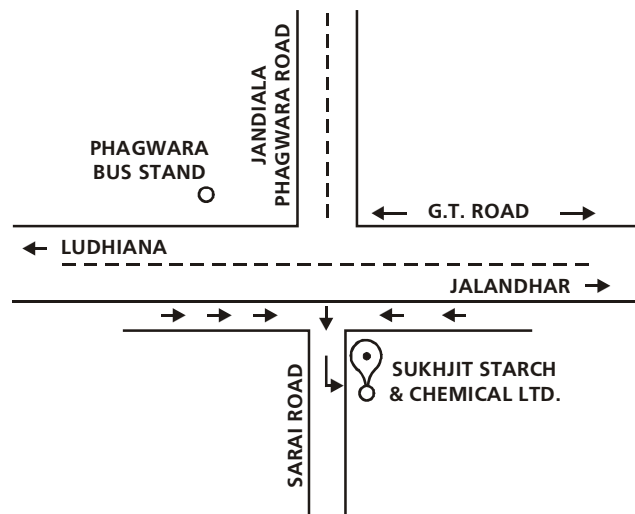
Process / Manner of e-voting - For the Shareholders :

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 - AUGUST 8, 2018 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 Wednesday the 8th day of August, 2018 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 Wednesday, August 8, 2018 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 2018.

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

Affix Revenue Stamp

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.