



## NOTICE

NOTICE is hereby given that the 71st Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Wednesday, the 29th day of July, 2015 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 31.03.2015.
2. To declare dividend on the Equity Shares for the year ended 31.03.2015.
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 Director in place of Smt. Ravi Chowdhry (DIN : 07082698), who retires by rotation and being eligible, offers herself for re-appointment.
5. To ratify the appointment of Auditors for a further period of 1 years i.e. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting as per the provisions of Companies Act, 2013 and to fix their remuneration.

### **SPECIAL BUSINESS**

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 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 K. K. Sardana as the Joint Managing Director of the Company with effect from 1st September, 2015, 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 K. 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 K. K. Sardana.

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

"RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members be and is hereby granted to increase / revise the salary of Shri Puneet Sardana, Vice President(Operations), for the time being of the Malda Unit of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Puneet Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Puneet Sardana."



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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members be and is hereby granted to increase / revise the salary of Shri Pankaj Sardana, Vice President (Operations), for the time being of the Nizamabad Unit of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Pankaj Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Pankaj Sardana."

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

"RESOLVED THAT pursuant to the provisions of Section 149,152,161 and other applicable provisions of The Companies Act, 2013, read with the rules made there under, the consent of the members be and is hereby granted to appoint Smt. Ravi Chowdhry (DIN : 07082698) as Non Executive Women Director of the company, liable to retire by rotation."

Place : Phagwara.

Dated : 20th May, 2015

By Order of the Board

Sd/-

**AMAN SETIA**

Vice President (Finance)

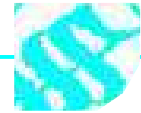
& Company Secretary

### **EXPLANATORY STATEMENT(S) OF ITEM NO. 6, 7, 8 & 9 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

#### **ITEM NO. 6**

Shri K. K. Sardana was re-appointed for five years in the Annual General Meeting held on 9th August, 2010 (with effect from 1st September, 2010). His term of office is expiring on 31st August, 2015 and your Directors, subject to the approval of the members in the General Meeting, have re-appointed Shri K.K. Sardana as Joint Managing Director of the Company for a further period of 5 years with effect from 1st September, 2015 on the following terms & conditions :

1. The Joint Managing Director shall act under the superintendence, control and directions of the Board of Directors / Managing Director 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 September, 2015.
3. REMUNERATION:
  - (a) Salary & Allowances : ₹ 5.20 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 K. 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 & 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 : 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 K. K. Sardana. He shall be entitled to actual entertainment and traveling expenses incurred during the course of business as per rules of the Company. Shri K. 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 Joint 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.

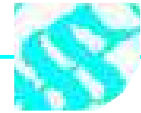
The company has grown significantly with new projects, expansions or diversified product portfolios under his able stewardship. The Company has shown a quantum jump in its turnover and profitability over the years. The Company has been sanctioned a Mega Food Park by the Ministry of Food Processing Industry (MoFPI) Govt. of India during March, 2015 and Sh. K.K. Sardana will be required to play a vital role in the commissioning, successful running of the Mega Feed Park. The Board, therefore, in the overall interest and future growth of the company, recommends his re-appointment for a period of five years with effect from 1st September, 2015.

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

**ITEM NO. 7**

Shri Puneet Sardana was appointed as Vice President (Operations) of Malda Unit of the Company with effect from 01/08/2012 & his appointment was duly approved by the Shareholders in the Annual General Meeting as per the provisions of section 314 of The Companies Act, 1956 read with The Directors' Relatives ( Place of Profit) Rules, 2003 amended to that date.

Shri Puneet Sardana is a qualified Management Graduate from a leading University of U.K. He had rich experience



of more than eight years to his credit in the field of Production management and General administration prior to joining the Company. He has made substantial contribution in improving the operations of Malda Unit while working as Vice President (Operations) of that Unit of the Company, where productivity and efficiency has considerably improved with substantial increase in profitability. The approval of shareholders is required under the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 to increase his salary in future. The Board, therefore, in the overall interest and future growth of the Company, recommends increase / revision in his salary in the pay scale of ₹ 1,80,000/- to ₹ 5,00,000/- p.m. (with annual increment as the management may deem fit as per the rules of the Company) with usual perks as applicable to other Senior Executives of his level i.e. :

1. He will be entitled to free accommodation with reasonable furnishing as per rules of the company.
2. He will be eligible to the benefits of Provident Fund, Superannuation fund and group gratuity scheme as per rules of the company from time to time.
3. Facilities of medical re-imburement, leave travel assistance and company's car, telephone subject to a condition that cost of personal journey and personal telephone calls will be recoverable from him on an actual basis. Any change in the terms may be made as agreed to by the Board of Directors and Shri Puneet Sardana.
4. Personal accident insurance and mediclaim insurance policies as per rules of the company.

None of the Directors except Shri K. K. Sardana, being father of Shri Puneet Sardana is concerned or interested in the resolution.

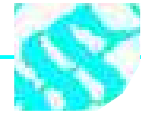
#### ITEM NO. 8

Shri Pankaj Sardana was appointed as Vice President (Operations) of Nizamabad Unit of the Company with effect from 01/08/2012 & his appointment was duly approved by the Share-holders in the Annual General Meeting as per the provisions of section 314 of The Companies Act, 1956 read with The Directors' Relatives ( Place of Profit) Rules, 2003 amended to that date.

Shri Pankaj Sardana is a post graduate in management in UK having vast experience running over eight years, in field of Marketing and Production Management prior to joining the Company and has strongly improved and strengthened the Production functions of Nizamabad Unit raising its productivity and efficiency. He has played a key role in developing export market for the Unit. The approval of shareholders, is required under the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 to increase his salary in future. The Board, therefore, in the overall interest of the Unit and the Company, recommend increase / revision in his salary in the pay scale of Rs.1,80,000/- to Rs.5,00,000/- p.m. (with annual increment as the management may deem fit as per the rules of the Company) with usual perks as applicable to other Senior Executives of his level i.e. :

1. He will be entitled to free accommodation with reasonable furnishing as per rules of the company.
2. He will be eligible to the benefits of Provident Fund, Superannuation fund and group gratuity scheme as per rules of the company from time to time.
3. Facilities of medical re-imburement, leave travel assistance and company's car, telephone subject to a condition that cost of personal journey and personal telephone calls will be recoverable from him on an actual basis. Any change in the terms may be made as agreed to by the Board of Directors and Shri Pankaj Sardana.
4. Personal accident insurance and mediclaim insurance policies as per rules of the company.

None of the Directors except Shri I. K. Sardana, being father of Shri Pankaj Sardana is concerned or interested in the resolution.



#### ITEM NO. 9

In pursuance to section 149 and 161 of The Companies Act, 2013, read with rules made thereunder, Smt. Ravi Chowdhry had been appointed as a women director of the company to fill the casual vacancy created by the resignation of Shri A.K Sardana, to hold office till the date upto which Shri A.K Sardana would have held the office i.e. upto this AGM. Hence, her continuation as a director requires the approval of members in the General Meeting.

Smt. Ravi Chowdhry completed her 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. Earlier also, she has been associated for guiding the Management for discharging the Social obligations in the field of education etc.

The Board of Directors recommends the appointment of Smt. Ravi Chowdhry as a Non Executive Women Director of the company, liable to retire by rotation.

None of the Directors except Smt. Ravi Chowdhry, herself , Shri I. K. Sardana and Shri K.K. Sardana, both being brothers of Smt. Ravi Chowdhry is concerned or interested 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 31.03.2015 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 Register of Members and the Share Transfer Books of the Company shall remain closed from 18th July, 2015 to 29th July, 2015 (both days inclusive).
4. 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.
5. The payment of dividend (as recommended by the Board) will be made as under on 04.08.2015, 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 17th July, 2015.
  - (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 17th July, 2015.
6. 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 Report, Notices, circulars etc. in electronic form.

7. The notice of the AGM along with the Annual Report, 2014-15 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.
8. Members are hereby informed that, Dividends which remain unclaimed / unencashed 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. Further, under the amended provisions of the Companies Act, 2013 no claim shall lie for unclaimed dividends either from the company or the IEPF thereafter.
9. Members, who have not encashed their dividend warrants for the financial year 2007-2008, 2008-2009, 2009-2010, Interim Dividend 2010-2011 and Final Dividend 2010-2011, 2011-2012, 2012-2013 & 2013-14 may approach the company for revalidation of the original dividend warrants or for obtaining duplicate dividend warrants. The unpaid / unclaimed amount will be deposited to the Investors Education and Protection Fund as per the given schedule :

<b>Dividend for Financial Year</b>	<b>Date of Declaration</b>	<b>Due date for Deposit</b>
2007-2008	27.08.2008	26.08.2015
2008-2009	25.08.2009	24.08.2016
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

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 clause 49 of the Listing Agreement with the Stock Exchange, Mumbai in respect of Director seeking appointment / re-appointment at the Annual General Meeting is given hereunder :
  - (a) 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 5000 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.

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

Smt. Ravi Chowdhry completed her 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.

She does not holds any other directorship and holds 252158 shares of our company.

Smt. Ravi Chowdhry, herself, Shri I.K. Sardana and Shri K. K. Sardana, 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 enabling 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](http://www.evoting.nsdl.com) during the following voting period :

Commencement of e-voting : From 9.00 A.M. on 26th July, 2015

End of e-voting : Upto 5.00 P.M. on 28th July, 2015

E-voting shall not be allowed beyond 5.00 P.M. on 28th July, 2015. 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 22nd July, 2015. The date of determination of shareholders for the purpose of dispatch of notice is 19th June, 2015.

- (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 quations (FAQs) - Shareholders and e-voting user mannual - Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://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, a Practicing Company Secretary, Membership No. 6861, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.