

THE SUKHJIT STARCH & CHEMICALS LIMITED



CIN: L15321PB1944PLC001925

Regd Office: Sarai Road, Phagwara-144401, Distt. Kapurthla (Pb.)

Phone: 01824-468800, Fax: 01824-261669

Email: sukhjit@sukjitgroup.com, Website: www.sukhjitgroup.com

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the shareholders of The Sukhjit Starch & Chemicals Ltd. will be held on Wednesday, the 13th day of March, 2019 at 10.00 A.M. at the Registered Office of the Company at Phagwara to transact the following business :-

SPECIAL BUSINESS:

01. To pass with or without modification(s) the following resolution as a special resolution :-

“RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and other applicable provisions of The Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of The Sukhjit Starch & Chemicals Ltd. (“The Company”) and other applicable laws/rules/regulations, if any, the consent of shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as “The Board”) to increase the Authorized Share Capital of the Company from the existing Rs. 10,00,00,000/- (Rs. Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rs.Ten) each to Rs.15,00,00,000/- (Rs. Fifteen Crores only) divided into 1,50,00,000/- (One Crore Fifty Lac) Equity Shares of Rs. 10/- (Rs.Ten) each.

FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered/amended by substituting the first line of the capital clause stated under item no. 5 to read as: “The Capital of the Company is Rs.15,00,00,000/- divided into 1,50,00,000/- Shares of Rs. 10/- each” for the existing wording “The Capital of the Company is Rs. 10,00,00,000/- divided into 1,00,00,000 Shares of Rs. 10/- each.”

02. To pass with or without modification(s) the following resolution as a Special resolution :-

“RESOLVED THAT pursuant to Section 63 and other applicable provisions of The Companies Act, 2013, read with The Companies (Share Capital and Debenture) Rules, 2014 including any statutory modification or re-enactment thereof and the provisions of the Articles of Association of the Company and subject to other applicable rules, regulations, clarifications and/or guidelines issued by Securities Exchange Board of India in this regard and/or consents, if any required from any other authority under any other law/ regulation applicable for the time being or from time to time, the consent of the Shareholders be and is hereby accorded to the Board of Directors for capitalization of a sum not exceeding Rs.7,37,98,200/- (Rs. Seven Crores Thirty Seven Lacs Ninety Eight Thousand Two Hundred only) from the Share Premium Account/ General Reserves of the Company for the purpose of issue of Bonus Shares of Rs. 10/- per share as fully paid up Equity Shares of the Company to the Shareholders whose name shall appear on the Register of Members on the record date/ book closure as decided by the Board or Committee thereof for the purpose, in the ratio of 1:1 i.e one (1) bonus share of Rs. 10/- each for every fully paid up Equity Share of Rs. 10/- held by them and that bonus shares so distributed shall for all purposes be treated as increase in the paid up share capital of the Company.

RESOLVED FURTHER THAT the said Bonus Shares so allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and such equity shares shall rank pari passu in all respects with the existing fully paid up shares of the Company save and except that they shall not be entitled to any Dividend declared/ paid before the allotment of such shares.

RESOLVED FURTHER THAT in case of members who hold shares in Dematerialised form, bonus shares shall be credited to the respective beneficiary account of the members with their respective depository participants and in case the members who hold Equity Shares in non-dematerialized (physical) form, Share Certificates in respect of bonus shares shall be dispatched to them as prescribed by law.

RESOLVED FURTHER THAT issue and allotment of bonus shares to non residents shall be subject to approval of the Reserve Bank of India, as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board or Committee thereof be and is hereby authorized to take necessary steps for listing of such shares on the Bombay Stock Exchange where shares of the Company are listed as per applicable guidelines, rules & regulations and to do all such act, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question that may arise in this regard as the Board in its absolute direction may deem fit or desirable, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors or committee thereof be and is hereby authorised to allot the said shares, issue Share Certificates, Affix Common Seal (if required), E-file any required document/ form and/ or to do any other act, thing or deed as may be necessary for the said purpose or may be incidental thereto.”

By Order of the Board
Sd/-

AMAN SETIA

Vice President (Finance)
& Company Secretary

Place: Phagwara

Date: 07th February, 2019

EXPLANATORY STATEMENT(S) OF ITEM NO. 1 & 2
(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013)

ITEM NO. 1

Capital clause of the Memorandum of Association of the Company states “The Capital of the Company is Rs. 10,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs. 10/- each.” The Board of Directors of the Company has recommended bonus issue of one (1) share for every one (1) share held which will increase the authorized capital of the Company beyond the existing capital and warrants increase in the authorized capital of the company. The Board recommends the increase of authorized capital of the company to Rs. 15,00,00,000/- divided into 1,50,00,000/- Equity Shares of Rs. 10/- each.

A part of the said capital clause of Memorandum of Association of the Company be amended to that effect.

None of the Directors of the Company may be regarded as interested or concerned in this resolution, except as a shareholder of the Company.

ITEM NO. 2

The Board has recommended the bonus issue in the ratio of 1:1 by capitalizing the free reserves/ share premium account of the company for issuing bonus shares of Rs. 10/- each fully paid up to the shareholders of the company whose names shall appear on the Register of Members on the record date as may be decided by the Board/ Committee thereof for the purpose after approval this resolution by the shareholders in the Extraordinary General Meeting. The bonus shares shall be subject to the terms & conditions contained in the Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up Equity Shares of the Company save and except that they shall not be entitled to any Dividend declared/ paid before the allotment of such shares.

None of the Directors of the Company may be regarded as interested or concerned in this resolution, except as shareholder of the company

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND 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. The proxy form MGT-11, has been attached to this notice.
3. The notice of the EGM 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 record date for the purpose of issue of Bonus Shares has been fixed for 28th March, 2019.
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 issue of bonus shares (as recommended by the Board) will be made after its approval in the EGM :-
 - (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 27.03.2019.
 - (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 27.03.2019.
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 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.
9. 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.
10. 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 10th March, 2019

End of e-voting : Upto 5-00 P.M. on 12th March, 2019

E-voting shall not be allowed beyond 5-00 P.M. on 12th March, 2019. During E-voting period, the share-holders 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 8th March, 2019. The date of determination of shareholders for the purpose of dispatch of notice is 8th February, 2019.

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:

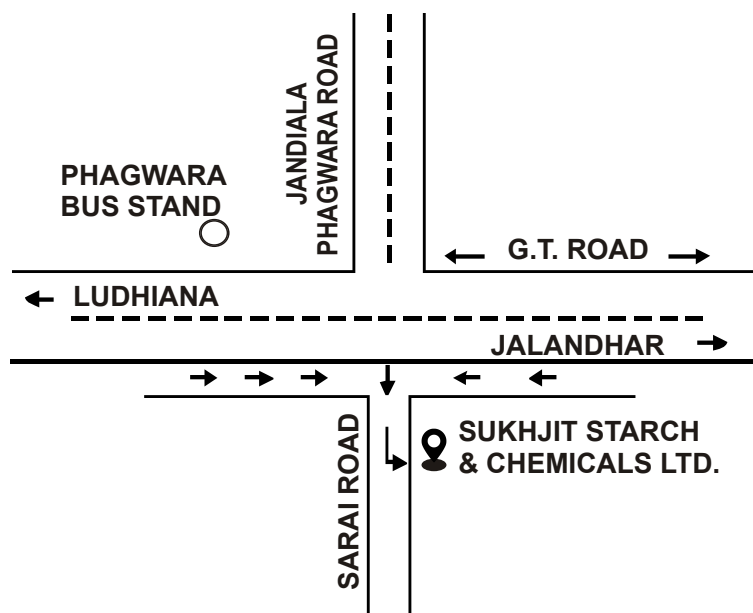
The detailed instructions for E-voting have been given separately on the attached format for E-voting.

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 M/s P.S. Rally & Associates, Practicing Firm of Company Secretaries, as ‘scrutinizer’ for conducting and scrutinizing the e-voting process in a fair and transparent manner.

Route Map to the venue of EGM



The Sukhjit Starch & Chemicals Limited

Regd Office: Sarai Road, Phagwara-144401, Distt. Kapurthla (Pb.)

Email: sukhjit@sukjitgroup.com, Website: www.sukhjitgroup.com

CIN: L15321PB1944PLC001925

ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING -MARCH 13, 2019 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 **EXTRAORDINARY GENERAL MEETING** of the Company being held on Wednesday the 13th day of March 2019 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 member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP 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 Extraordinary General Meeting of the Company, to be held on Wednesday, March 13, 2019 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.
----	----

Signed this .. day of..... 2019.

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.

Affix
Revenue
Stamp