



NOTICE

NOTICE is hereby given that the 75th Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Thursday, the 8th day of August, 2019 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 31.03.2019.
2. 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

3. 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, other applicable provisions (if any) 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 for the appointment of Shri K.K. Sardana (DIN: 00398376) as the Managing Director of the Company with effect from 1st May, 2019, for a period of 5 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, 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."

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, other applicable provisions (if any) 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 re-appointment of Shri M.G. Sharma (DIN: 00398326) as the Executive Director (Fin) & CFO of the Company with effect from 1st August, 2019 for a period of 2 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."



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

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161, other applicable provisions (if any) 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, Smt. Manjoo Sardana in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing her candidature to the office of Director and who is eligible for appointment as a Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) 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 be & is hereby granted to the appointment of S. Ranbir Singh Seehra (DIN: 01575708), as a Non Executive Independent Director of the Company w.e.f. 1st April, 2019 to hold office for a period of 3 years i.e upto March 31, 2022."

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

"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) 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 be & hereby granted to the appointment of Smt. Ruby Agrawal (DIN: 08417902), as a Non Executive Independent Director of the Company w.e.f. 10th April, 2019 to hold office for a period of 3 years i.e. upto April 9, 2022."

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

"RESOLVED THAT in suppression to the earlier resolution passed (if any) in this regard and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, the consent of the shareholders be and is hereby accorded to the Company to sell, lease, dispose off any asset of the Company and/or to pledge/ mortgage/ hypothecate/ charge in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company on all/ or part of its movable and/or immovable properties, both present and future and the whole or part of its undertaking of every nature & kind whatever and/or creating of floating charge in all or any moveable or immoveable properties of the Company and the whole / part of its undertaking in such manner as the Board may deem fit, to or in favour of Banks/ Financial Institutions/ Investors/ Lenders or any other person, to secure the amount borrowed, loans /advances



already obtained or that may be obtained, including interest, all other costs, charges and expenses and other moneys payable either by the Company itself or any of its subsidiary from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required for the purpose of giving effect to the aforesaid Resolution."

9. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2020, 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, 2020, be and is hereby ratified."

Place : Phagwara.

Dated : 25th May, 2019

By Order of the Board

Sd/-

AMAN SETIA

Vice President (Finance)

& Company Secretary

EXPLANATORY STATEMENT(S) OF ITEM NO. 3 TO 9 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 3

Shri K.K. Sardana was re-appointed as Jt. Managing Director for five years by passing special resolution by the Shareholders in the Annual General Meeting held on 29th day of July, 2015 (with effect from 1st September, 2015). Since our worthy Managing Director Sh. I.K. Sardana passed away on 30/04/2019, your Directors, subject to the approval of the shareholders in the General Meeting, have appointed Shri K.K. Sardana as Managing Director of the Company for a further period of 5 years with effect from 1st May, 2019 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 appointment is made for a period of 5 years with effect from 1st May, 2019.
3. REMUNERATION:
 - (a) Salary & Allowance : ₹ 6.95 Lacs p.m. (Basic Salary ₹ 4.65 lacs & Allowances ₹ 2.30 lacs) (present emoluments) 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-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 & 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 K.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 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 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 shareholders (if any required).

Sh. K.K. Sardana (being 71 years of age) has life long Administrative, Management, Commercial & Technical experience to his credit with the sound business acumen. 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 is setting an expansion unit which will increase the installed capacity of the company by about 50% in F.Y. 19-20. Sh. K.K. Sardana will not only play a vital role in successful commissioning of the project and its profitable operations thereafter but also guide the future growth of the company in the year to come.

The Board recommends his appointment as the Managing Director of the Company for a period of five years w.e.f 1st May, 2019 (with the approval of the shareholders by way of special resolution) so as to continue benefiting from his lifelong experience and astute leadership in the overall interest and future growth of the company.

None of the Directors except Shri K.K. Sardana himself is concerned or interested in this resolution.



ITEM NO. 4

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 on 1st August, 2019. 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 25.05.2019 (subject to the approval of the shareholders in the ensuing General Meeting) have re-appointed Shri M.G. Sharma as Executive Director (Fin) & C.F.O. of the Company for a period of 2 years with effect from 1st August, 2019 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.
2. The appointment is made for a period of 2 years with effect from 1st August, 2019.
3. REMUNERATION:
 - (a) Salary & Allowances : 3.71 Lacs p.m. (Basic Salary Rs. 1.75 lacs & Allowances Rs. 1.96 lacs) (present emoluments) 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-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: 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 travelling 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, recommend his appointment as Executive Director (Fin) & C.F.O. for a further period of 2 years with effect from 1st August, 2019.

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

ITEM NO. 5

The Company has received a notice u/s 160 of the Companies Act, 2013 from a shareholder along with a necessary deposit, as required under the provisions of the Act, proposing the candidature of Smt. Manjoo Sardana as a director of the Company. The Company has also received her consent to act as a Director of the Company u/s 152(5), Notice of Interest u/s 184 (1) and declarations u/s 164(1) & 164(2) of the Companies Act, 2013. She is not related to any of the Directors of the Company under the provisions of the section 2(77) of the Companies Act, 2013.

She being a Non- Executive Director shall be liable to retire by rotation. She will be paid sitting fee, reimbursement of travelling expenses and commission on profits, as payable to other Non-Executive Directors of the Company, as per the rules of the Company and in consonance with the provisions of the Companies Act, 2013 read with rules made thereunder as amended time to time.

Smt. Manjoo Sardana is Science Graduate and an experienced entrepreneur with sound business background. She is involved in philanthropic activities in the field of education and healthcare etc. She brings with her diverse experience and skills in various fields which will further strengthen the composition of the Board of Directors of the Company. She will play an active role in guiding the future growth of the Company.

She does not hold any other directorship & holds 15,12,966 shares of the Company.

None of the Directors except Smt. Manjoo Sardana herself, is concerned or interested in this resolution.

ITEM NO. 6 & 7

S. Ranbir Singh Seehra, a renowned industrialist, has been appointed by the Board as an Additional Non Executive Independent Director to hold office till the conclusion of this Annual General Meeting and requires the approval of shareholders in the AGM for his regularization as the Non-Executive Independent Director of the Company. S. Ranbir Singh Seehra is having long experience of over three decades in manufacturing administration, management and commercial activities. He is presently working as Chief Executive Officer of M/s. GNA Axles Ltd. which he has steered to higher growth trajectory in the last couple of years.

Smt. Ruby Agrawal, a business person, has also been appointed by the Board as an Additional Non Executive Independent Director to hold office till the conclusion of this Annual General Meeting and requires the approval of shareholders in the AGM for her regularization as the Non-Executive Independent Director of the Company.

Smt. Ruby Agrawal is an MBA from a renowned University and is presently working as Senior Managing Partner of growing I.T. Company at Udaipur. She has rich experience in the business administration and IT sector. Her induction of the Board, she will further strengthen the composition of the Board.

In terms of Section 149, 150, 152 and 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 Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as Independent Directors for a 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 appointed as Independent Director of the Company.

In opinion of the Board, the Independent Directors proposed to be appointed fulfill all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the Management. The terms and conditions of appointment of the independent directors 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. Accordingly, the Board recommends the appointment of the Independent Directors and propose to pass the resolutions set out in item no. 6 & 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. 6 & 7 (both inclusive).

ITEM NO. 8

The Board considered the fact that the Company is in expansion mode and may require additional funds in future for its upcoming expansion projects. The Company does not have much borrowing at present. However, it may, from time to time, require additional borrowing/ financing from various Banks/ Financial Institutions or other Lenders, as may be considered appropriate or competitive. Further, the Company continuous to optimise its cost of funds & some banks/ financial institutions offering better/ competitive rates, require additional/ collateral security. The company may, therefore, require to create Hypothecation/ Mortgage of all/ some of its moveable and/or immoveable properties of the Company, to meet the requirement of Banks/ Financial Institutions / other Lenders.

The Directors, therefore by way of abundant caution, decided to seek necessary approval of the shareholders u/s Section 180 (1) (a) the Companies Act, 2013 in the ensuing Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in this Resolution except to the extent of their shareholding in the company.

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, 2020.

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 ₹ 80,000/- (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, 2020 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.

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 31.03.2019 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 2018-19 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 details of the directors seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as "Annexure 1". The Board of Directors recommend all the appointments/ re-appointments as proposed.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from 03.08.2019 to 08.08.2019 (both days inclusive).
7. 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.
8. 2018-19 being the 75th year of company's excellent existence in the industry, Board has declared and paid an Interim Dividend @75% (i.e. Rs.7.5/- per share) to the shareholders of the Company in February, 2019. The Board considered the same as the dividend for the Financial year 2018-19.
9. 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.



10. Members, who have not en-cashed their dividend warrants for Interim and Final Dividend for the financial year 2011-2012, 2012-2013, 2013-14, 2014-15, Interim Dividend 2015-16, 2016-17 & 2018-19 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
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
2017-2018	08.08.2018	07.08.2025

11. 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.
12. 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.
13. The Board of Directors of the Company comprises of two executive directors and three independent directors. So, none of them is required to retire by rotation at the AGM as per the provisions of the Companies Act, 2013.
14. (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 member. 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, 2019
End of e-voting	:	Upto 5.00 P.M. on 7th August, 2019

E-voting shall not be allowed beyond 5.00 P.M. on 7th August, 2019. 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



2nd August, 2019. The date of determination of shareholders for the purpose of dispatch of notice is 5th July, 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'**.

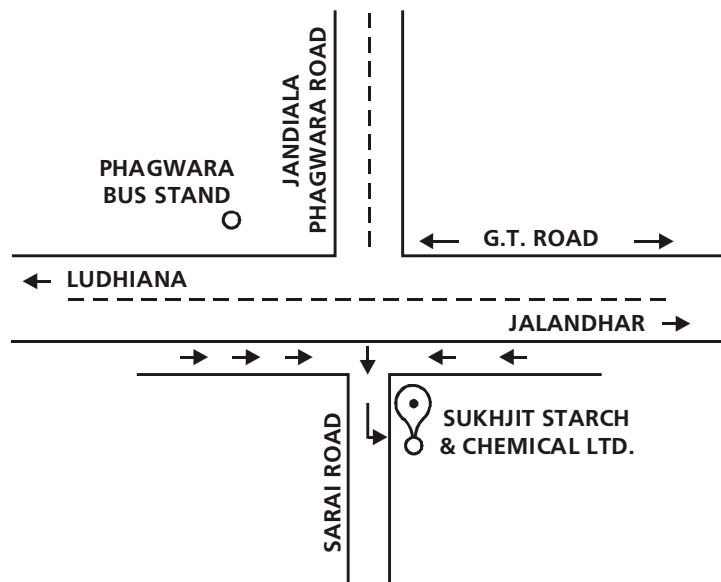
It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

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

The detailed instructions for E-voting have been given separately 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





DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	S. Ranbir Singh Seehra	Smt. Ruby Agrawal	Smt. Manjoo Sardana
DIN	01572708	08417902	–
Date of Birth	04.12.1961	02.03.1968	27.10.1952
Age	57	51	66
Date of first appointment on the Board	01.04.2019	10.04.2019	08.08.2019
Qualifications	Diploma in Mechanical Engineering	Bachelors in Science & Masters in Business Adm.	Bachelors in Science
Experience and Expertise	Over 35 years	Over 22 years	Over 40 years
Number of Meetings of the Board attended during the year	–	–	–
List of Directorship of other Board	<ul style="list-style-type: none"> • GNA Axles Ltd. • Guru Nanak Transmission Punjab Ltd. • GNA Gears Ltd. • GNA Investment Ltd. • Association of Indian Forgoing Industry 	–	–
List of Membership / Chairmanship of Committees of other Board	<ul style="list-style-type: none"> • Member of Audit Committee in GNA Axles Ltd. • Member of Nomination & Remuneration Committee in GNA Gears Ltd. 	–	–
Shareholding in Sukhjit Starch & Chemicals Ltd.	–	–	1512966
Relationship with other directors, manager and other Key Managerial Personnel of the Company	No relationship	No relationship	No relationship
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.
Justification for choosing the appointees for appointment as Independent Directors	<ul style="list-style-type: none"> • Renowned Industrialist having vast commercial & administration experience • No relationship with any of the Director/ KMP of the Company • Meets the criteria of independence as prescribed under the Act. 	<ul style="list-style-type: none"> • Have more than 2 decades experience in commercial and IT sector. • No relationship with any of the Director/ KMP of the Company • Meets the criteria of independence as prescribed under the Act. 	– N.A. –

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, 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 **ANNUAL GENERAL MEETING** of the Company being held on Thursday the 8th day of August, 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 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, August 8, 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.	3.	4.
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Signed this..... day of 2019.

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.

