

NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting of the members of **SAKUMA EXPORTS LIMITED** will be held on Thursday, 10th December, 2020 at 11.00 A.M. Through video conferencing (“VC”) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
 - Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Board of Directors and the Auditors’ thereon; and
 - Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2020, and the Report of the Auditors’ thereon.
2. To declare dividend @ 10% i.e. Re. 0.1/- per equity share for the financial year 2019 – 20.
3. To appoint a Director in place of Ms. Shipra Malhotra (DIN: 01236811), who retires by rotation and being eligible, offers herself for re-appointment.
4. Re-Appointment of Statutory Auditors

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s. M.L. Sharma & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 109963W and who hold a certificate issued by the Peer Review Board of ICAI and who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as statutory auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial year 2020 – 21 at a remuneration of ₹ 11,00,000 (Rupees Eleven Lakhs only) plus applicable taxes and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of accounts of the Company and shall hold office from the conclusion of 15th Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company.”

SPECIAL BUSINESS:

5. Issue of 2,13,00,000 equity shares on a preferential allotment / private placement basis (special resolution):

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**CA 2013**”) read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively “**CA 2013 Rules**”); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time (“**ICDR Regulations**”); any other rules / regulations / guidelines, notifications, circulars and clarifications if any, prescribed by the Ministry of Corporate Affairs, Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), stock exchanges and / or any other statutory / regulatory authority; the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot 2,13,00,000 (Two Crore Thirteen Lakhs) equity shares of the Company of the face value of ₹ 1/- (Rupee One) each (“**Equity Shares**”) at a price of ₹ 6.25/- (Rupees Six Paise Twenty Five Only) which includes a premium of ₹ 5.25/- (Rupees Five Paise Twenty Five Only) per Equity Share aggregating to ₹ 13,31,25,000/- (Rupees Thirteen Crores Thirty One Lakhs



Twenty Five Thousand only) in cash to the following entity (“Allottee”) on preferential basis / private placement basis in accordance with the provisions of Chapter V of ICDR Regulations on such terms as mentioned in the Explanatory Statement:

Sr. No.	Name of the Proposed Allottees	No. of Equity Shares to be allotted	Allottee is QIB / MF / FI / Trust / Bank / Others
1.	Sakuma Infrastructure and Realty Private Limited	2,13,00,000	Promoter Group (Body Corporate)
	Total	2,13,00,000	

RESOLVED FURTHER THAT the issue and allotment of the Equity Shares to the Allottee(s) shall be on the following terms and conditions:

- In accordance with the provisions of Chapter V of ICDR Regulations, the “**Relevant Date**” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Tuesday, 10th November, 2020, being the date falling 30 (thirty) days prior to the date of this 15th Annual General Meeting being held on Thursday, 10th December, 2020 to approve this offer.
- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the National Stock Exchange of India Limited and BSE Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted to the Allottee shall rank pari-passu with the then existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of Chapter V of ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- The Board be and is hereby authorized to accept any modifications(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the CA 2013 and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.
- The Equity Shares shall be allotted in dematerialized form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Statutory Auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the requirements of ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the CA 2013, the name of the Allottee be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Allottee inviting the Allottee to subscribe to the Equity Shares, as per the draft tabled at the meeting and consent of the Company be and is hereby accorded to the issuance of the same to the Allottee inviting the Allottee to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Allottee for allotment of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company with Axis Bank, Worli Naka Branch and shall be utilized by the Company in accordance with Section 42 of the CA 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, Mr. Saurabh Malhotra, Managing Director or Mr. Dhiraj Khandelwal, Company Secretary and Compliance Officer be and are hereby severally authorized to execute and circulate the private placement offer letter and letters of allotment; make requisite filings with the Registrar of companies and the stock exchanges; update the corporate records maintained by the Company; and do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals

for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variation, alterations, additions and / or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and / or officer(s) of the Company.”

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to ordinary business to be transacted at item no. 4 of the notice regarding re-appointment of statutory auditor at the Annual General Meeting (the AGM or Meeting) and special business to be transacted at item no. 5 of the notice regarding issue of equity shares on private placement / preferential issue basis is annexed hereto.

General Instructions for Accessing and participating in the 15th e-AGM through VC / OAVM Facility and Voting through Electronic means including Remote E- Voting.

2. In view of the prevailing lockdown situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA (Ministry of Corporate Affairs) vide circular Nos. Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020, has permitted Companies to hold their Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) for the calendar year 2020. In compliance with the applicable provisions of the Companies Act, 2013 (Act) read with aforesaid MCA circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) the AGM of the Company is being conducted through Video Conferencing (VC) hereinafter called as “e-AGM”.
3. E-AGM shall be conducted through VC / OAVM without the physical presence of the members at a common venue. Members can attend and participate at the ensuing AGM through VC / OAVM only. The venue of the AGM shall be deemed to be the Registered Office of the Company at Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai – 400 013.
4. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC / OAVM.**
In terms of provisions of Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a Member of the Company. Since, this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Company has appointed M/s. National Securities Depository Limited to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM. The proceedings of the e-AGM will be web-casted live for all the shareholders who hold shares as on cut-off date i.e. Thursday, 03rd December, 2020. The shareholders can visit <https://www.evoting.nsdl.com/> and login through user id and password to watch the live proceedings of the e-AGM on Thursday, 10th December, 2020 from 11.00 a.m. onwards.
6. Corporate Members are entitled to appoint authorized representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Such Corporate Members are requested to send to the Company, a certified copy of the relevant Board Resolution under Section 113 of the Companies Act, 2013 together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the e-AGM.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
8. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books of the Company shall remain closed on all days from Thursday, 03rd December, 2020 to Thursday, 10th December, 2020 (both days inclusive).



9. The members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the e-AGM by following the procedure mentioned in this Notice. The facility to join the e-AGM will be made available for 1,000 members on first come first served basis. This will not include Large Shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the e-AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. The scanned copies of Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the e-AGM.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members through electronic mode, basis on the request being sent at companysecretary@sakumaexportsltd.com.
13. Members desiring any relevant information about the financial statements and/or operations of the Company are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready. Members can also email their queries at the email address of the Company Secretary and Compliance Officer, Mr. Dhiraj Khandelwal at companysecretary@sakumaexportsltd.com.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the e-AGM has been uploaded on the website of the Company at www.sakumaexportsltd.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. National Stock Exchanges of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and will be made available if a request is sent to the Company at companysecretary@sakumaexportsltd.com.
15. Members can register their email with the Company / RTA by following the steps as mentioned below at point B of the instructions for Members for remote e-voting & voting at E-AGM.
16. The Securities and 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 submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent i.e. M/s. Bigshare Services Private Limited.
17. As per Regulation 40 of the SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can only be transferred in demat form with effect from 01st April, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or its Registrar and Share Transfer Agent.
18. Members holding shares in electronic form are requested to intimate immediately, any change in their address or bank mandates to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or its Registrar and Share Transfer Agent.
19. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH – 13 for this purpose.
20. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form. Members of the Company, who have registered their e-mail ID, are entitled to receive such communications in physical form upon request.

21. Under the Act, dividends that are unclaimed / unpaid for a period of seven (7) years from the date of their transfer are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of ₹ 1,06,116 being unclaimed / unpaid final dividend of the Company for the financial year ended 31st March, 2012 was transferred on 29th November, 2019 to IEPF. The last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year ended 31st March, 2013 and thereafter is as under:

For Equity Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date of claiming Unpaid Dividend
Final Dividend 2012 – 2013	29.07.2013	02.09.2020
Final Dividend 2013 – 2014	28.08.2014	02.10.2021
Final Dividend 2014 – 2015	11.08.2015	15.09.2022
Interim Dividend 2015 – 2016	11.03.2016	15.04.2023
Final Dividend 2016 – 2017	26.09.2017	31.10.2024
Final Dividend 2017 – 2018	29.09.2018	03.11.2025
Final Dividend 2018 – 2019	24.09.2019	29.10.2026

Members who have not encashed their dividend warrants so far in respect of the aforesaid periods, are requested to make their claims to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company (RTA) or the Company Secretary of the Company, at the Company's Registered Office, well in advance of the above due dates.

Pursuant to the provisions of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 24th September, 2019 (date of the last AGM) on the website of the Company (www.sakumaexportsltd.com) and also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

Further, pursuant to the provisions of Section 124 of the Act, read with the relevant Rules made thereunder, shares on which dividend has not been paid or claimed for seven (7) consecutive years or more shall be transferred to the IEPF Authority as notified by the Ministry of Corporate Affairs.

In accordance with the IEPF Rules, the Company has sent notices to all the Shareholders whose shares are due for transfer to the IEPF Authority and has also published the details thereof in notices published in newspapers.

The shareholders whose dividend / shares is / will be transferred to the IEPF Authority may claim the shares or apply for refund by making an application to the IEPF Authority by following the procedure as detailed in the IEPF Rules and as enumerated on the website of IEPF Authority at <http://www.iepf.gov.in/IEPF/refund.html>.

22. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Members(s) through Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Real Time Gross Settlement (RTGS)/ Direct Credit etc.

In order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank accounts along with the original cancelled cheque bearing the name of the Member to RTA / Company to update their bank account details and all the eligible shareholders holding shares in demat mode are requested to update with their respective DPs before Thursday, 10th December, 2020, their correct Bank Account Number, including 9 Digit MICR Code and 11 digit IFSC Code, E- Mail ID and Mobile No(s). Shareholders holding shares in physical form may communicate these details to the RTA viz. M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai - 400 059, before Thursday, 10th December, 2020 by quoting the reference folio number and attaching photocopy of the cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number (PAN) card. This will facilitate the remittance of the dividend amount as directed by SEBI in the bank account electronically.



The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

In view of Covid 19 pandemic, the Ministry of Corporate Affairs vide its circular no. 20 / 2020 dated 5th May, 2020 has clarified that in case the Company is unable to pay dividend to any shareholder by electronic mode, due to non-availability of the details of bank account, the Company shall upon normalization of postal services, dispatch the dividend warrant / cheque to such shareholder by post. Accordingly, the dividend warrants / cheque will be dispatched to such shareholders upon normalization of postal services / courier services.

23. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s), (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares.
24. Information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard 2 on General Meeting relating to Documents & Information to Shareholders with respect to the Director being appointed and Director retiring by rotation and being eligible, seeking re-appointment are as under:

Name	Ms. Shipra Malhotra
Director Identification Number (DIN)	01236811
Date of Birth	02/08/1972
Nationality	Indian
Date of Appointment on Board	25/01/2007
Qualifications	M.Com Part (I) Post Graduate with specialization in Human Resource Management (HRM)
Shareholding in Sakuma Exports Limited	5,000 Shares
Expertise in specific functional areas	She has been conducting seminars / workshops on HRM Communication skill, Negotiation skills and other soft skills in the corporate world
Directorships in other Public Limited Companies*	Nil
Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee)	Nil

25. As the 15th AGM is being held through VC, Route Map is not annexed to the notice.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING & VOTING AT E-AGM

A. Voting through electronic means (Remote e-voting):

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Secretarial Standard 2 on General Meeting and Regulation 44 of the SEBI (LODR) Regulations, 2015 and the Circulars issued by the by the Ministry of Corporate Affairs dated 08th April, 2020, 13th April, 2020 and 05th May, 2020, the Company is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the 15th e-Annual General Meeting (e-AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the shareholders using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). A facility to cast vote during the e-AGM as provided by NSDL is also available for the members.

2. The remote e-voting period commences on Monday, 07th December, 2020 (9:00 am) and ends on Wednesday, 09th December, 2020 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Thursday, 03rd December, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the shareholder casts his vote on a resolution, the shareholder shall not be allowed to change it subsequently.

3. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting website consists of “Two Steps” which are mentioned below:

Step 1: Login to NSDL’s e-Voting website at <https://www.evoting.nsdl.com/>

How to Login to the NSDL e-Voting website?

- a. Visit the e-Voting website of NSDL by opening your web browser and type the following URL either on a desktop computer / laptop or on a mobile: <https://www.evoting.nsdl.com/>
- b. Once the homepage of the e-Voting website is launched, click on the icon, ‘Login’, which is available under ‘Shareholders’ section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS Login details. Once you Login to NSDL e-services using your Login credentials, click on ‘e-voting’ and proceed to Step 2, i.e. cast your vote electronically.

d. Your User ID details are given below:

Manner of holding Shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is :
i) For members who hold Shares in demat account with NSDL	8 character DP ID followed by 8 digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
ii) For members who hold Shares in demat account with CDSL	16 digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
iii) For members holding Shares in physical form	EVEN – 113968, followed by Folio Number registered with the Company For example, if your Folio Number is 001*** then your User ID is 113968001***

e. Your Password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing Password to Login and cast your vote.
- ii) If you are using the NSDL e-Voting website for the first time, you will need to use the ‘initial password’ which was communicated to you. You need to enter the ‘initial password’ and change your password, as prompted by the system.
- iii) How to retrieve your ‘initial password’?
 - If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a pdf file). Open the file. The password to open the file is your 8 digit client ID for your NSDL account or the last 8 digits of your CDSL client ID or Folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - If your e-mail ID is not registered, please follow the steps as mentioned below at point B.



- f. If you have not received the ‘initial password’ or are unable to retrieve it or have forgotten your Password :
 - i) Holding shares in demat accounts with NSDL or CDSL: Click on the ‘Forgot User Details/Password’ option available on <https://www.evoting.nsdl.com/>
 - ii) Holding shares in physical mode: ‘Physical User Reset Password’ option is also available on <https://www.evoting.nsdl.com/>.
 - iii) Members can also use the OTP (One Time Password) based login to cast their votes on the e-Voting website of NSDL.
 - iv) If you are still unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered email address.
- g. After entering your password, agree to the terms and conditions by selecting on the check box.
- h. Next, click on the ‘Login’ button.
 - i. After you click on the ‘Login’ button, the homepage of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting website.

How to cast your vote electronically on the NSDL e-Voting website?

- a. After successful Login, by following Step 1, you will be able to see the e-Voting homepage. Click on ‘e-Voting’. Then, click on ‘Active Voting Cycles’.
- b. Upon clicking on ‘Active Voting Cycles’, you will be able to see the ‘EVEN’ of all the companies in which you hold shares and whose voting cycles are in ‘active’ status.
- c. Select the ‘EVEN’ of the Company for which you wish to cast your vote.
- d. Now you are on the voting page and ready for e-Voting.
- e. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on ‘Submit’. Also click on ‘Confirm’ when prompted.
- f. Upon confirmation, the message, ‘Vote cast successfully’ will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

General Guidelines for members:

Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to noticetome@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the Password.

In case of any query / grievance connected with remote e-Voting or e-Voting at the e-AGM, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-Voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800–222–990 or at email ID: evoting@nsdl.co.in.

B. Instruction for members to register their email addresses with the Company / Depositories, for receiving User ID and Password for e-Voting on the resolutions set out in this notice and to participate at the AGM through VC / OAVM:

1. Members holding shares in physical mode and who have not registered their email address with the Company can get the same registered by writing to the Company at companysecretary@sakumaexportsltd.com. Members are requested to provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN/AADHAR for verification at the time of registration of the email address.
2. Members holding shares in the dematerialised mode and who have not registered their email address are requested to register / update their email address with their respective Depository Participant(s).
3. Alternately, members may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned above.

C. Instructions for Shareholders / Members for e-voting on the e-AGM are as under:

1. The procedure for e-Voting on the e-AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those members, who will be present at the e-AGM and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting website at the e-AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the e-AGM. However, they will not be eligible to vote at the e-AGM.

D. Instructions for Shareholders / Members for attending the e-AGM are as under:

1. Members will be able to attend the AGM through VC/OAVM by using their remote e-Voting login credentials and selecting the EVEN on the NSDL e-Voting website (<https://www.evoting.nsdl.com>) under shareholders / members login. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this notice. Further, members can also use the OTP based login for logging into the e-Voting website of NSDL.
2. Members are requested to join the e-AGM using Laptop for better experience.
3. Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the e-AGM.
4. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
5. Members who would like to express their views or ask questions during the e-AGM may register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and CLID / Folio number, mobile number at companysecretary@sakumaexportsltd.com. Those shareholders who have registered themselves as a speaker latest by 11.00 a.m. on 08th December, 2020 will only be allowed to express their views or ask questions during the e-AGM.

E. Other Notes:

1. A person, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, Thursday, 03rd December, 2020 shall only be entitled to remote e-voting and attend the e-AGM. The voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A Member joining the e-AGM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the e-AGM. A Member who have cast their vote by remote e-voting prior to the e-AGM, may also join the e-AGM but shall not be entitled to cast their vote again.
2. Any person, who acquires share(s) of the Company and becomes member of the Company after dispatch of the notice of AGM and holding share(s) as on the cut-off date, Thursday, 03rd December, 2020, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and Password to cast your vote.



3. The Board of Directors has appointed Mr. Pradip Shah, Partner, failing him, Mr. Punit Shah, Partner of M/s P. P. Shah & Co., Practicing Company Secretaries as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. The Scrutinizer shall, after the conclusion of e-Voting at the e-AGM, first download the votes cast at the e-AGM and then unblock the votes cast through remote e-Voting and shall make, a consolidated Scrutinizer's Report. The results of the e-Voting will be declared by the Chairman or a person authorised by him in writing within 48 hours from the conclusion of the e-AGM.
5. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sakumaexportsltd.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The same shall also be communicated to the Stock Exchanges i.e. The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed within 48 hours from the conclusion of the AGM. Accordingly, the Scrutinizers Report will also be available on the website of NSE at www.nseindia.com and BSE at www.bseindia.com.

The Resolutions shall be deemed to be passed on the date of e-AGM i.e. 10th December, 2020 subject to receipt of sufficient votes.

**By order of the Board
For Sakuma Export Limited**

**Dhiraj Khandelwal
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 11th November, 2020**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 – RE-APPOINTMENT OF M/S. M. L. SHARMA & CO., CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR

M/s. M. L. Sharma & Co., Chartered Accountants, Statutory Auditors of the Company were appointed at the 14th AGM held on 24th September, 2019 for the financial year 2019-20. The said term of Statutory Auditors will expire on the conclusion of 15th AGM. It is proposed to re-appoint them for a further period of 1 year and accordingly, they shall hold the office from the conclusion of 15th AGM till the conclusion of 16th AGM.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Auditor as a part of the explanatory statement to the notice are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Auditors	M/s. M. L. Sharma & Co. (FRN: 109963W)
2.	Name of Auditors	Mr. Shailesh M Bandi (Membership No. 109101)
3.	Financial year for which appointment is proposed	2020 – 21
4.	Proposed Fees payable	₹ 11,00,000/- plus applicable GST
5.	Terms of appointment-	One year
6.	In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	The Company is re-appointing the same statutory auditor. Hence this disclosure is not applicable.
7.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	The statutory auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as statutory auditors of your Company. As required under Regulation 33 of SEBI (LODR) Regulations, 2015, they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The statutory auditors have also furnished a declaration confirming their independence as well as their arm's length relationship with your Company as well as declaring that they have not taken up any prohibited non-audit assignments for your Company. The Audit Committee reviews the independence of the statutory auditors and the effectiveness of the audit process. Recommendation has been received from the Audit Committee and Board of Directors at the meeting held on 29 th July, 2020 respectively.

None of the Directors / Key Managerial Personnel of the Company are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 for your approval.



ITEM NO. 5 – ISSUE OF 2,13,00,000 EQUITY SHARES ON PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT BASIS:

The Company proposes to make allotment of 2,13,00,000 equity shares to the Allottee on a preferential / private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on Wednesday, 11th November, 2020.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62 (1) (c) of the CA 2013 as well as the ICDR Regulations.

Therefore, in terms of the CA 2013 and ICDR Regulations, consent of the members is being sought for the issue and allotment of 2,13,00,000 equity shares of the Company, having a face value of ₹ 1/- (Rupees One) each at a price of ₹ 6.25/- (Rupees Six Paise Twenty Five Only) which includes a premium of ₹ 5.25/- (Rupees Five Paise Twenty Five Only) per Equity Share aggregating to ₹ 13,31,25,000/- (Rupees Thirteen Crores Thirty One Lakhs Twenty Five Thousand Only) (“**Equity Shares**”), on a preferential basis to the Allottee, entitling the Allottee to subscribe to and be allotted the Equity Shares, not later than fifteen days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 (1) of the ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Preferential Issue:

During August 2020, the Company has re-paid its pending loans aggregating to ₹ 1,250,000,000 from various banks. This has reduced the interest burden. The Company needs funds to meet its working capital requirements and general corporate purposes to augment the resources for the purpose of business of the Company.

Accordingly, the Company shall utilize the proceeds from the preferential issue exclusively to fund working capital requirements and general corporate purposes to augment the resources for the purpose of business of the Company.

Maximum number of Specified Securities to be issued:

The Company shall issue 2,13,00,000 equity shares of Re. 1/- each at a price of ₹ 6.25 per equity share by way of preferential issue / private placement to Sakuma Infrastructure and Realty Private Limited, a member of Promoter Group. The price is not less than the minimum price as on the Relevant Date determined in accordance with the provisions ICDR Regulations.

Relevant Date:

The “**Relevant Date**” for the preferential issue, as per the ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Tuesday, 10th November, 2020, being the date thirty days prior to the date of this 15th Annual General Meeting (i.e. 10th December, 2020).

Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at ₹ 6.25/- per Equity Share of Re. 1/- each in accordance with the price determined in terms of Regulation 164B of the (ICDR) Regulations.

The Company undertakes that it shall re-compute the price of the equity shares that are issued in terms of provisions of ICDR Regulations, where it is required to do so.

The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

Basis on which the price has been arrived at and name and address of the valuer:

The Company is listed on National Stock Exchange of India Limited and BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations.

For the purpose of computation of the price per equity share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 26 (twenty six) weeks prior to the relevant date has been considered.

In terms of Regulation 164B of the ICDR Regulations, the Equity Shares shall be allotted at a price not less than higher of the following:

- a. Average of the weekly high and low of the volume weighted average prices of the Equity Shares of the Company quoted on the recognized stock exchange, during **the twelve** weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on the recognized stock exchange, during the two weeks preceding the Relevant Date.

Accordingly, price per Equity Share (having face value of ₹ 1/- per Equity Share) is equal to the price of ₹ 6.25/-, which has been calculated in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on recognized stock exchanges for a period of more than twenty six weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

The Company has obtained valuation report from M/s. M. L. Sharma & Co., Chartered Accountants having office at 107, Chartered House, 297 – 299, Dr. C. H. Street, Behind Dolours Church, Marine Lines, Mumbai: 400 002.

Valuation for consideration other than cash, if any:

The proposed allotment of Equity Shares pursuant to the Preferential Issue shall be made for consideration in cash only.

Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

Sakuma Infrastructure and Realty Private Limited, one of the member of the Promoter Group has indicated its intention to subscribe to the preferential issue. It is proposed to allot the entire 2,13,00,000 equity shares of ₹ 1/- each at a price of ₹ 6.25 per equity share on preferential basis to Sakuma Infrastructure and Realty Private Limited.

Principle terms of assets charged as securities:

Not Applicable

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and / or who ultimately control the proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Details of Allottee	Category of Allottee	Pre Issue % holding	Number of Equity shares proposed to be allotted	Post Issue % holding	Beneficial Ownership
Sakuma Infrastructure and Realty Private Limited	Promoter (Body Corporate)	12.51%	2,13,00,000	20.45%	1) Mr. Chander Mohan jointly with Mr. Saurabh Malhotra – 13.89% 2) Mrs. Kusum Malhotra jointly with Mr. Saurabh Malhotra – 36.54% 3) Mr. Saurabh Malhotra – 46.55% 4) Mrs. Vanitha Malhotra – 1.32% 5) Sakuma Finvest Private Limited – 1.71% (Mr. Chander Mohan jointly with Mr. Saurabh Malhotra – 1%; Mrs. Kusum Malhotra jointly with Mr. Saurabh Malhotra – 20%; Mr. Saurabh Malhotra – 70%; Mrs. Vanitha Malhotra – 9%)

**Change in control, if any, in the Company that would occur consequent to the preferential offer:**

The proposed allottee i.e. Sakuma Infrastructure and Realty Private Limited is a member of the Promoter Group. Accordingly, there will be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, the percentage of shareholding and voting rights exercised by Sakuma Infrastructure and Realty Private Limited as a member of the Promoter Group of the Company will change. The shareholding of the promoters will change from 58.07% to 61.88% as shown in post issue shareholding pattern given below.

Pre issue and post issue shareholding pattern of the Company

Class of Shareholder	Pre Preferential Issue		Post Preferential Issue	
	No. of Shares	% of Share Capital	No. of Shares	% of Share Capital
Promoter / Promoter Group:				
• Indian Promoters	12,38,36,237	58.07	14,51,36,237	61.88
• Foreign Promoters	0	0.00	0	0
Total for Promoter Group (A)	12,38,36,237	58.07	14,51,36,237	61.88
Public Shareholding:				
• Non-Institutional				
➤ Bodies Corporate	75,82,977	3.66	75,82,977	3.23
➤ Overseas Corporate Bodies	1,66,69,063	7.82	1,66,69,063	7.10
➤ Individuals				
▪ Individual shareholders holding nominal share capital up to ₹ 2 Lakh	3,44,36,823	16.15	3,44,36,823	14.68
▪ Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	2,44,66,083	11.47	2,44,66,083	10.83
➤ Any other				
▪ NRIs	21,49,663	1.00	21,49,663	0.92
▪ Clearing Members	3,48,684	0.16	3,48,684	0.15
▪ HUF	37,69,900	1.77	37,69,900	1.61
Total Public Shareholding (B)	8,94,23,193	41.93	8,94,23,193	38.12
Grand Total (A + B)	21,32,59,430	100.00	23,45,59,430	100.00

The proposed allottee i.e. Sakuma Infrastructure and Realty Private Limited is a member of the Promoter Group.

Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of fifteen days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within fifteen days from the date of such approval(s), as the case may be.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Lock in period:

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the ICDR Regulations

The entire pre-preferential issue shareholding of the proposed allottee i.e. Sakuma Infrastructure and Realty Private Limited shall be locked-in from the relevant date upto a period of six months from the date of the trading approval as specified under Regulation 167 (6) of the ICDR Regulations.

Auditor's certificate:

The Company has obtained a certificate from M/s. M. L. Sharma & Co, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations. The scanned copy of this certificate will be available electronically for inspection by the members during the 15th AGM.

Other Disclosures:

- The Company hereby declares that neither the Company nor any of its promoters or members of promoter group or its directors are declared as willful defaulter.
- None of the promoters or members of promoter group or directors of the Company have been declared as a fugitive economic offender.
- Accordingly, the disclosure prescribed under Schedule VI of ICDR Regulations, are not applicable.
- Neither the Proposed Allottee nor any member of the promoter group of the Company have sold or transferred any equity shares during the six months preceding the Relevant Date. However, there was one change in the shareholding pattern among the promoters inter-se. Ms. Kusum Malhotra, Promoter was holding her entire shareholding comprising of 4,64,31,190 equity shares of Re. 1/- each comprising of 21.77% shares in the Company individually and solely in her own name. Now, Ms. Kusum Malhotra is holding the said shares jointly with her son, Mr. Saurabh Malhotra, Chairman and Managing Director and Promoter of the Company.
- The Company is eligible to make the preferential issue to its member of Promoter Group under Chapter V of ICDR Regulations.
- During the period from 1st April 2020 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.
- Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and / or institutions of which they are directors, partners or members and who may hold shares in the Company.

**By order of the Board
For Sakuma Export Limited**

**Place: Mumbai
Date: 11th November, 2020**

**Mr. Dhiraj Khandelwal
Company Secretary and Compliance Officer**