

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the members of **SAKUMA EXPORTS LIMITED** will be held on Tuesday, 24th September, 2019 at 10.30 a.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the:
 - Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors' thereon; and
 - Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, and the Report of the Auditors' thereon.
2. To declare dividend @ 10 % i.e. ₹ 0.10/- per equity share for the financial year 2018 – 19.
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. 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, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules and certificate issued by the Peer Review Board of ICAI, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2019 – 20, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to Goods and Service Tax and re-imbursalment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

5. To re-appoint Mr. Radhe Shyam (DIN: 00648805) as an Independent Director for a second consecutive term of 5 years and in this regard, 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Mr. Radhe Shyam (DIN: 00648805) whose term as an Independent Director of the Company expires on 31st March, 2019, and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 years with effect from 01st April, 2019 up to 31st March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in accordance with the Regulation 17 (1A) of the SEBI (LODR) Regulations, 2015 as amended from time to time, consent of the members be and is hereby accorded for Mr. Radhe Shyam who has attained the age of 75 years to be re-appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may



arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

6. To re-appoint Mr. Ashokkumar Doda (DIN: 00288563) as an Independent Director for a second consecutive term of 5 years and in this regard, 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Mr. Ashokkumar Doda (DIN: 00288563) whose term as an Independent Director of the Company expires on 31st March, 2019, and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 years with effect from 01st April, 2019 up to 31st March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

7. To re-appoint Mr. Om Parkash Singal (DIN: 02585264) as an Independent Director for a second consecutive term of 5 years and in this regard, 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), Mr. Om Parkash Singal (DIN: 02585264) whose term as an Independent Director of the Company expires on 31st March, 2019, and who meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be re-appointed as an Independent Director of the Company, be and is hereby re-appointed for a second consecutive term of 5 years with effect from 01st April, 2019 up to 31st March, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company.”

8. To re-appoint Mr. Saurabh Malhotra (DIN: 00214500) as a Chairman and Managing Director and in this regard, 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 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and such other necessary approval(s), consent(s) or permission(s), as may be required, approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Saurabh Malhotra (DIN: 00214500) as a Chairman and Managing Director of the Company for a further period of 5 (Five) years effective 01st September, 2019 on the terms and conditions and remuneration as set out in the Letter of Appointment, to be executed by the Company with Mr. Saurabh Malhotra, placed before the Meeting as also set out in the Explanatory Statement attached to this Notice and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Saurabh Malhotra will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 by making such compliances as provided in the said schedule.

RESOLVED FURTHER THAT Mr. Radhe Shyam or Mr. Om Parkash Singal, Directors of the Company be and is hereby authorized to sign and execute such agreements, papers, letters and documents as may be necessary and required and to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Annual General Meeting (the AGM or Meeting) is annexed hereto.
2. **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. The instrument appointing a proxy, in order to be effective, should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting i.e. by 10:30 a.m. on Sunday, 22nd September, 2019. As per Secretarial Standard 2 on General Meeting, the proxy should carry a valid photo-id card to the venue to tender vote..**
3. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. 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 Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
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, 17th September, 2019 to Thursday, 24th September, 2019, both days inclusive for determining the names of members eligible for final dividend on equity shares, if declared in the Meeting.
9. 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 Company.
10. Members desiring any relevant information on the Accounts at the Annual General Meetings 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 cum Compliance Officer, Mr. Dhiraj Khandelwal (companysecretary@sakumaexportsltd.com).
11. 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, Bigshare Services Private Limited.



12. 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.
13. 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.
14. Pursuant to the provisions of Section 124(5) and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year ended 31st March, 2011 to the Investor Education and Protection Fund (IEPF) established by the Government. Pursuant to the provisions of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th September, 2018 (date of the last Annual General Meeting) on the website of the Company (www.sakumaexportsltd.com), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in).

For Equity Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date of claiming Unpaid Dividend
Final Dividend 2011 – 2012	26.09.2012	31.10.2019
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

Members who have not so far received / encashed dividend for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company's Registrar and Share Transfer Agent i.e. M/s. Bigshare Services Private Limited.

15. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s), unless the Members have registered their request for a physical copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
16. 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	Mr. Radhe Shyam	Mr. Ashokkumar Doda	Mr. Om Parkash Singal	Mr. Saurabh Malhotra
Director Identification Number(DIN)	01236811	00648805	00288563	02585264	00214500
Date of Birth	02/08/1972	12/06/1943	05/11/1946	05/04/1946	17/02/1976
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	25/01/2007	08/09/2005	08/09/2005	05/11/2012	31/08/2005

Name	Ms. Shipra Malhotra	Mr. Radhe Shyam	Mr. Ashokkumar Doda	Mr. Om Parkash Singal	Mr. Saurabh Malhotra
Qualifications	M.Com Part(I) Post Graduate with specialization in Human Resource Management (HRM)	M.Com, Certified Associate of Indian Institute of Bankers (CAIIB), Diploma in Industrial Finance	B. Tech. (Hons) from IIT, Mumbai. Middle Management course from IIM, Ahmedabad; Management Studies from University of Mumbai; Certified Associate of Indian Institute of Bankers (CAIIB)	BA (Hon's), LLB, CAIIB, ACS (Inter)	Post Graduate in Business Management
Shareholding in Sakuma Exports Limited	5000 Shares	680530 Shares	1000 Shares	100 Shares	32283410 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	Experience of 36 years as Officer in Reserve Bank of India in various positions	Experience working with IDBI, India's apex Financial Institution, Member of Top Management team of IDBI for about 15 years, Brief stint as Class I Gazetted Officer in Government of India (selected through UPSC)	Wide experience in legal affairs of Corporate Finances from Project Appraisal Stage till Recovery of Loans, Legal advice, including documentation, title investigation and Security creation. Expertise in Litigation for recovery of dues in Courts / DRTs, High Courts and Supreme Courts	Post Graduate in Business Management. Promoter of Sakuma Exports Ltd. and associated with the Company since its incorporation.
Directorships in other Public Limited Companies*	Nil	Nil	Gujarat Borosil Limited	Elegant Marbles and Grani Industries Limited	Nil



Name	Ms. Shipra Malhotra	Mr. Radhe Shyam	Mr. Ashokkumar Doda	Mr. Om Parkash Singal	Mr. Saurabh Malhotra
Memberships of Committees in other Public Limited Companies* (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	Nil	1	Nil	Nil

17. Route Map showing directions to reach to the venue of the 14th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards 2 on General Meetings.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

Voting through electronic means

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, the Company is pleased to provide shareholders facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (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).
2. The facility for voting through ballot papers shall also be made available at the venue of the AGM and the shareholders attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot papers at the venue.
3. The remote e-voting period commences on Saturday, 21st September, 2019 (9:00 am) and ends on Monday, 23rd September, 2019 (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 Tuesday, 17th September, 2019 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.
4. The process and manner for remote e-voting are as under:
 - A. In case a shareholder receives an Email from NSDL [for shareholders whose Email IDs are registered with the Company / Depository Participant(s)] :
 - a) Open Email and open PDF file viz. “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - c) Click on Shareholder – Login
 - d) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - e) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g) Select “EVEN” of “**SAKUMA EXPORTS LIMITED**”.
 - h) Now you are ready for remote e-voting as Cast Vote page opens.
 - i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l) Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to noticetome@gmail.com with a copy marked to evoting@nsdl.co.in.
- B.** In case a shareholder receives physical copy of the Notice of AGM (for shareholders whose Email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):
- a) Initial password is provided as below / at the bottom of the Attendance Slip of the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
b)	Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.	
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 6. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
 7. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) related to e-voting process.
 8. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2019.
 9. Any person, who acquires shares of the Company and become shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 10. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 11. A person, whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 12. M/s. P. P. Shah & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 13. The Chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE and NSE, Mumbai.

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

**Place: Mumbai
Date: 29th May, 2019**

**Saurabh Malhotra
Chairman & Managing Director**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5, 6 & 7 – RE-APPOINTMENT OF MR. RADHE SHYAM, MR. ASHOKKUMAR DODA AND MR. OM PARKASH SINGAL AS INDEPENDENT DIRECTORS

Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal were appointed as Independent Directors (Non-Executive) on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office up to 31st March, 2019.

The expertise, vast experience, qualifications, performance evaluation and deliberations by Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal in the Board / Committee meetings have helped the Company in taking appropriate decisions from time to time.

Mr. Radhe Shyam is retired Chief General Manager of Reserve Bank of India and has an experience of 36 years as Officer in Reserve Bank of India in various positions (last 5 years as Regional Director / Chief General Manager). He held positions in Banking Operations and Supervision, Member of Faculty at Bankers Training College, General Manager in Charge of Mumbai Regional Office of Exchange Control Department, Administration / Miscellaneous.

He has attained the age of 75 years. As per Regulation 17 (1A) of SEBI (LODR) Regulations, 2015, his re-appointment has been proposed at the Item No. 5 of the Notice as Special Resolution and the above statement shall be considered as a justification for his re-appointment.

Mr. Ashokkumar Doda has over 30 years of experience working with IDBI, India's apex Financial Institution, Member of Top Management team of IDBI for about 15 years, Brief stint as Class I Gazetted Officer in Government of India (selected through UPSC). During his career, he held several key positions like Executive Director in IDBI, Executive Trustee of Stressed Asset Stabilization Fund of GOI, Chairman of the Board of IDBI Capital Markets Services Limited, Chairman of Credit Committee, Investment Committee and other committees of IDBI.

Mr. Om Parkash Singal has been associated with the IDBI Bank from April 1978 to December, 2004 as legal officer. He is an advocate and permanent member of the Bombay Bar Association, Bombay High Court since February, 2005 till date. He is associated with M/s Singhania & Partners (Solicitors & Advocates) has senior consultants since March, 2009 till December 2012.

Considering the above, the Nomination and Remuneration Committee recommended and the Board of Directors of the Company at their meetings held on 07th February, 2019, approved re-appointment of Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal as Non-executive Independent Director for the second consecutive term of 5 (five) years w.e.f. 01st April, 2019.

Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal, Independent Directors of the Company, has given declarations to the Board that they meet the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.

In the opinion of the Board, Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal fulfills the conditions specified in the Act, the rules framed thereunder and SEBI (LODR) Regulations, 2015 for re-appointment as an Independent Director and they are independent of the management.

The required details as per the Secretarial Standards ('SS-2') and Regulation 36(3) of the SEBI (LODR) Regulations 2015, is already provided at Note No. 16 of this Notice.

The Letter of Appointment containing terms and conditions of re-appointment of the said Independent Directors shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

Except Mr. Radhe Shyam, Mr. Ashokkumar Doda and Mr. Om Parkash Singal and their relatives, 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 Special Resolution set out at Item No. 5, 6 and 7 of the Notice, except to the extent of shareholding in the Company, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 5, 6 and 7 for your approval.



ITEM NO. 8 – RE-APPOINTMENT OF MR. SAURABH MALHOTRA AS A CHAIRMAN AND MANAGING DIRECTOR

In the 11th Annual General Meeting of the Company held on 01st September, 2016, Mr. Saurabh Malhotra was re-appointed as a Managing Director of the Company for a further period of 3 (Three) years commencing from 01st September, 2016 till 31st August, 2019.

Mr. Saurabh Malhotra holds a Post Graduate diploma in Business Administration (Specialized in Finance) from Prin. L N Welingkar Institute of Management and Research. He is a Chairman and Managing Director of the Company. He has displayed the capacity of identifying and converting potentials into reality. Responsible for developing exports and imports of number of commodities, keep himself updated by participating in business related summits, seminars, conventions, conference and extensive travelling. He keenly follows the global market conditions on day to day basis to identify, conceptualize and develop business strategies of the Company. He has an experience of 19 years of managing the business.

Mr. Saurabh Malhotra is associated with the Company since its incorporation and is involved in the business affairs of the Company. It is due to his dedication towards work, focused approach and valuable guidance that today the Company is a Government of India recognized Three Star Trading House in India. He has always been a leading member of core Senior Management team. He has the business acumen and in-depth knowledge about the industry and overall market scenario. He provides overall guidance and plays key role in Policy making and managing the affairs of the Company.

Considering the contribution of Mr. Saurabh Malhotra in the overall growth and progress of the Company and also considering that his valuable guidance will be required for the Company to take a big leap, in the years to come, the Board of Directors in its meeting held on 29th May, 2019, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, have approved re-appointment of Mr. Saurabh Malhotra as a Chairman and Managing Director of the Company for further period of 5 years effective from 01st September, 2019 till 31st August, 2024, on the terms and conditions mentioned in 'Annexure A' which forms part of the Notice. The remuneration payable to Mr. Saurabh Malhotra shall be minimum remuneration as per Schedule V, Section II, Part II of the Companies Act, 2013.

The re-appointment of Mr. Saurabh Malhotra as a Chairman and Managing Director of the Company shall require the approval of the members by way of passing of Ordinary Resolution.

The Letter of Appointment containing terms and conditions of re-appointment of Mr. Saurabh Malhotra shall be open for inspection on all working days at the Registered Office of the Company, except Sundays and Public Holidays, between 11.00 a.m. and 1.00 p.m. till the date of AGM.

The details of Mr. Saurabh Malhotra as per requirements of Secretarial Standard ("SS-2") and Regulation 36(3) of the SEBI (LODR) Regulations 2015 are already provided at Note No. 16 of this Notice.

The same may be treated as a written memorandum setting out the terms of re-appointment of Mr. Saurabh Malhotra under Section 190 of the Companies Act, 2013.

Mr. Saurabh Malhotra and Ms. Shipra Malhotra are concerned or interested in the resolution set out at Item No. 8 of the Notice. None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board of Directors recommends the resolution as set out at Item No. 8 of the Notice relating to the reappointment of Mr. Saurabh Malhotra as a Chairman and Managing Director and payment of remuneration to him, for the approval of the members of the Company by way of Ordinary Resolution in terms of the requirements of Section 196, 197 and 198 of the Company Act, 2013 and the Rules made thereunder.

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

**Place: Mumbai
Date: 29th May, 2019**

**Saurabh Malhotra
Chairman & Managing Director**

“Annexure A”

The terms and conditions of the re-appointment of Mr. Saurabh Malhotra, Chairman and Managing Director are as follows:

The terms and conditions of his re-appointment are given below:

Name of Director	Designation	Responsibility
Mr. Saurabh Malhotra	Chairman and Managing Director	Day to day management with focus on Corporate Planning, Growth, Finance, Marketing, Procurement and Logistics.

As per the Part II Section II (B) (iv) of Schedule V, the Company is required to furnish the following information in the Explanatory Statement:

I. GENERAL INFORMATION:

Sr. No.	Particulars	Information	
1.	Nature of Industry	Trading of Commodities (Three Star Trading House)	
2.	Date or expected date of commencement of Commercial Production	Not Applicable	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial performance based on given indications.	31-3-2019 (₹ In Lakhs)	31-3-2018 (₹ In Lakhs)
	Sales (Net of Excise)	203,889.26	218,640.07
	Net Profit before Tax	5,406.23	2,728.14
	Net Profit After Tax	3588.34	1,850.07
5.	Foreign investments or collaborators, if any	Sakuma Exim DMCC: ₹ 7.01 (In Lakhs) Sakuma Exports PTE Limited: ₹ 2217.52 (In Lakhs)	

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Information
1.	Background Details	Mr. Saurabh Malhotra is the promoters of the Company. Mr. Saurabh Malhotra is associated since incorporation having vast experience in the Import Export market.
2.	Past Remuneration	₹ 72,00,000/- Per annum.
3.	Recognition or Awards	Mr. Saurabh Malhotra, Managing Director of Company has got “Hall of Fame Platinum award 2006 from Welingkar Institute of Management. Under the leadership of Late Mr. Chander Mohan and Mr. Saurabh Malhotra, the Company has got awards from Indian Oilseeds and Produce Exporters Association in the year 2005-2006 for excellence in export of Castor Oil and Ground Nut. In the year 2011-12, the Company has also received competitive awards as Best Trader Exporters (Large) from ECGC D&B Indian Exports Excellence Awards 2012.
4.	Job Profile and His Suitability	Mr. Saurabh Malhotra is managing the Company since its incorporation.
5.	Remuneration proposed	₹ 9,00,000/- per month including perquisites if any or 5% of net profits whichever is higher.



Sr. No.	Particulars	Information
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is reasonable considering future growth of the Company. OR The comparative remuneration profile will be ₹ 9,00,000/-.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Saurabh Malhotra is holding 3,22,83,410 Equity Shares of the Company which is 15.14% of the Equity Share Capital of the Company. He has no pecuniary relationship with the Company except as employees of the Company and promoters shareholders.

III. OTHER INFORMATION:

Sr. No.	Particulars	Information
1.	Reasons of loss or inadequate profits	The Company has not incurred losses in the last ten years and the profit earned is adequate to pay the remuneration to its directors.
2.	Steps taken or proposed to be taken for improvement	However with a view to improve the workings, the company has been expanding and diversifying the products and markets as well as adding activities as warranted by the circumstances.
3.	Expected increase in productivity and profits in measurable terms	Improvement in profits for companies engaged in agricultural commodities cannot be predicted in measurable terms in view of the fast changing national and global economic scenario.

The remuneration and perquisites payable to Mr. Saurabh Malhotra are as follows:

The Company proposes to pay following remuneration and perquisites w.e.f. 01st September, 2019.

A. REMUNERATION

Name of Director	Designation	Remuneration
Mr. Saurabh Malhotra	Chairman and Managing Director	₹ 9,00,000/- per month and shall be eligible for increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

B. INCREMENTS

The Board of Directors shall decide the increments payable to Mr. Saurabh Malhotra at the end of March, every year within the overall ceiling laid down in the Schedule V so that the total remuneration by way of salary, perquisites and other allowances including increments shall not exceed the ceiling provided in Part II of Schedule V to the said Act based on the effective capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

C. PERQUISITES

NON MONETARY CEILING PERQUISITES:

The Company's contribution to the Provident Fund and Superannuation Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.

Gratuity: One half of a month's salary for each completed year of service in accordance with the Rules of the Company

Leave Encashment: Leave salary as per the rules of the Company and Encashment of Leave shall be at the end of the tenure.

General Exemption: Company's contribution to Provident Fund and Superannuation Fund or Annuity Fund, Gratuity payable and Leave encashment at the end of the tenure shall not be included in the computation of the ceiling on Remuneration under Schedule V of the Companies Act, 2013.

D. MINIMUM REMUNERATION

The above remuneration and perquisites has been fixed on the basis of inadequate profits as per the Audited Financial Statements as on 31st March, 2019 and has been fixed as provided in Part II of Section II of Schedule V to the said Act based on the Effective Capital for the respective financial year or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.

During the tenure of his appointment, if the Company earns profits in excess of the limits prescribed under Schedule V or if the profits are adequate in any financial year, as per the provisions of Section 196, 197, 203 and any other applicable provisions of the, Companies Act, 2013 then the remuneration of Mr. Saurabh Malhotra shall be paid as per the profits earned by the Company in that particular financial year.

E. OTHER CONDITIONS:

- i. For all other terms and conditions not specifically spelt out above, the rules and order of the Company shall apply.
- ii. The Chairman & Managing Director holds office as such, subject to the provisions of Section 164 and 167 of the Companies Act, 2013.
- iii. The re-appointment of Chairman & Managing Director has been approved by the Nomination and Remuneration Committee of the Company.



SAKUMA EXPORTS LIMITED

L51909MH2005PLC155765

Registered Office: Aarus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai – 400 013

ATTENDANCE SLIP

(To be presented at the Entrance)

Fourteenth Annual General Meeting of the Company held on Tuesday, 24th September, 2019 at 10.30 A.M. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

Folio No.: _____

DP ID No.: _____

Client ID No.: _____

Name of the Member: _____ Signature: _____

Name of the Proxyholder: _____ Signature: _____

1. Only Member/Proxyholder can attend the Meeting.
2. Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.



SAKUMA EXPORTS LIMITED

Registered Office: Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai – 400 013

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:	L51909MH2005PLC155765
Name of the Company:	SAKUMA EXPORTS LIMITED
Registered Office:	Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai – 400 013
Email ID:	companysecretary@sakumaexportsltd.com
Folio No / Client ID / DP ID:	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint:

1. Name _____
 Address _____
 Email Id _____

Signature _____ or failing him

2. Name _____
 Address _____
 Email Id _____

Signature _____ or failing him

3. Name _____
 Address _____
 Email Id _____

Signature _____ or failing him

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on Tuesday, 24th September, 2019 at 10.30 A.M. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolutions	For	Against
1 (a).	Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors' thereon.		
1 (b).	Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, and the Report of the Auditors' thereon.		
2.	To declare dividend @ 10% i.e. Re. 0.10/- per equity share for the financial year 2018 – 19.		
3.	Re-appointment of Ms. Shipra Malhotra, who retires by rotation.		
4.	Re-appointment M/s. M. L. Sharma & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration.		
5.	Re-appointment of Mr. Radhe Shyam as an Independent Director of the Company for a second consecutive term of 5 years		
6.	Re-appointment of Mr. Ashokkumar Doda as an Independent Director of the Company for a second consecutive term of 5 years		
7.	Re-appointment of Mr. Om Parkash Singal as an Independent Director of the Company for a second consecutive term of 5 years		
8.	Re-appointment of Mr. Saurabh Malhotra as a Chairman and Managing Director of the Company		

Signed this ____ day of _____ 2019.

Signature of shareholder : _____

Signature of Proxy Holder (s): _____

Affix a Re 1.00 revenue stamp
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NOTE: The Proxy Form in order to be effective should be completed and deposited at the Registered Office of the Company not less than 48 before the commencement of the Meeting.

ROUTE MAP

