



# Sakthi Sugars Limited

180, Race Course Road, Post Box No. 3775, Coimbatore - 641 018. Phone : + 91 422-2221551, 4322222  
Fax : +91 422-4322488, 2220574 E-mail : info@sakthisugars.com CIN : L1542ITZ1961PLC000396

SL\SE\1448\2021

1.11.2021

Dear Sirs,

Sub: Notice of Extraordinary General Meeting

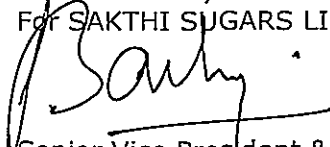
Pursuant to Regulation 30 of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015, we enclose a copy of Notice convening an Extraordinary General Meeting of the Company on Wednesday, the 24<sup>th</sup> November 2021 at 11.00 A.M. through Video Conferencing/Other Audio Visual Means in terms of the Circulars of the Ministry of Corporate Affairs and of SEBI in this regard.

The said Notice of Extraordinary General Meeting has been sent today by e-mail to the shareholders who have registered their email ID with the Company/Depository Participants. The Notice is also available on the Company's website: [www.sakthisugars.com](http://www.sakthisugars.com).

Kindly take the above on record.

Thanking you,

Yours faithfully  
For SAKTHI SUGARS LIMITED

  
Senior Vice President &  
Company Secretary

Encl: As above.

To:

BSE Ltd  
P.J.Towers  
Dalal Street  
Mumbai - 400 001

THE NATIONAL STOCK EXCHANGE OF  
INDIA LIMITED  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G-Block, Bandra Kurla  
Complex, Bandra (East),  
MUMBAI - 400 051



# SAKTHI SUGARS LIMITED

CIN : L15421TZ1961PLC000396

Regd. Office : Sakthi Nagar - 638 315. Bhavani Taluk. Erode District, Tamilnadu.

Phone : 0422-4322222, 2221551 Fax : 0422-2220574, 4322488

E-mail : shares@sakthisugars.com Website : www.sakthisugars.com

## NOTICE OF EXTRAORDINARY GENERAL MEETING

To

The Members,

NOTICE is hereby given that the Extraordinary General Meeting (“**EGM**”) of the Members of Sakthi Sugars Limited (“**Company**”) will be held on Wednesday, the 24th November 2021, at 11.00 a.m. through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

### **SPECIAL BUSINESS**

#### **Item No.1:**

#### **ISSUE OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules under Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, if applicable, Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 and Foreign Exchange Management Act, 1999, Foreign Exchange Management (Debt Instruments) Rules, 2019, etc. and other foreign exchange regulation provisions in India as may be applicable and subject to necessary approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Ministry of Corporate Affairs, etc.), wherever applicable, and all such other approvals, if any, which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot such number of Secured Redeemable Non-Convertible Debentures (“**NCDs**”) or other securities, whether listed or unlisted, on such value as may be decided by Board, on private placement basis for cash, during the period commencing from the conclusion of this Extraordinary General Meeting until 31st March 2022, in one or more tranches, up to an amount not exceeding INR 675 Crores (Indian Rupees Six Hundred Seventy Five Crores only).”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to:

- a. finalize the terms and conditions including the rate of interest, tenor and security cover thereof, the consideration of the issue, utilization of the issue proceeds and all matters connected to it;
- b. decide on the timing of each tranche, if any;
- c. decide on the persons to whom it can be issued, including companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, foreign institutional investors, Foreign Portfolio Investors, pension / provident funds and individuals or such other person / persons who are eligible to invest in the NCDs; and
- d. do all such acts, deeds and things which are required to be done by the Company for issuance of NCDs or as may be required by the authorities or the prospective investors, and give such directions as may be necessary and further to sign, execute and deliver such documents, deeds, instruments, writings, undertakings, etc. as may be deemed necessary, proper and desirable or expedient to give effect to the above Resolution and to do such other acts and deeds, which may be incidental to the above to give effect to the issuance of NCDs.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**Item No.2:**

**CONVERSION OF LOAN REPRESENTED BY SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES IN CASE OF EVENT OF DEFAULT**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, to the extent permitted by law), the consent of the Members of the Company be and is hereby accorded to the increase in subscribed and paid up capital of the Company, caused in the event of exercise of rights by the Debenture Trustee to be appointed for the holders of Secured Redeemable Non-Convertible Debentures (“NCDs”), to be issued pursuant to resolution proposed in item no 1 of this Notice of EGM, to convert the whole or part of the outstanding loan amount(s), as represented by NCDs, into fully paid equity shares of the Company in the event of default by the Company in terms of the agreement(s) executed or to be executed in between the Company and the holders of NCDs, at a price to be determined in accordance with the applicable laws, as may be applicable and on such terms and conditions as may be mutually agreed upon.”

**“RESOLVED FURTHER THAT** on receipt of the notice of conversion in case of event of default in terms of the agreement(s) entered into/ to be entered into by the Company with holders of NCDs, the Board be and is hereby authorized to do all such acts, deeds and things as the Board may deem necessary and shall allot and issue the requisite number of fully paid-up equity shares in the Company to the holders of NCDs (including but not limited to its Affiliates (if required)).”

**“RESOLVED FURTHER THAT** the equity shares to be so allotted and issued to the holders of NCDs/its Affiliates pursuant to its exercising the right of conversion shall rank pari-passu in all respects with the then equity shares in the Company and be listed on the stock exchange(s) where the existing shares of the Company are listed.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Debenture Trustee to be appointed for holders of NCDs arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalize on behalf of the Company all the terms and conditions and the agreement(s), undertaking(s), declaration(s), indemnity(ies), affidavit(s), document(s), paper(s) and to execute the same on behalf of the Company in favour of the holders of NCDs and/ or Debenture Trustee to be appointed for holders of NCDs and to do all such acts, deeds, matters and things including issue, allotment of further shares in the subscribed capital of the Company and to settle all such matters, issues, doubts, at its absolute discretion, to do all other acts and things as may be necessary for giving effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or any Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**“RESOLVED FURTHER THAT** the above resolutions are subject to the provisions of the Companies Act, 2013, Securities and Exchange Board of India Act, 1992, Foreign Exchange Management Act, 1999, the Securities Contracts Regulation Act, 1956, and other statutory requirements that may be applicable from time to time.”

**Item No.3:**

**APPROVAL FOR INCREASING THE BORROWING LIMIT UNDER SECTION 180(1)(c) OF THE COMPANIES ACT 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the earlier resolutions passed by the Members of the Company in this behalf, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of INR 2,200 Crores (Indian Rupees Two Thousand and Two Hundred Crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to sign, execute and deliver all such documents, instruments and writings as may be required to give effect to this Resolution.”

**Item No.4:**

**APPROVAL TO MORTGAGE, CHARGE OR DISPOSE OFF THE UNDERTAKINGS, BOTH PRESENT AND FUTURE, OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of the earlier resolutions passed by the Members of the Company in this behalf and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time, the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company:

- (i) to create mortgage and/or charge or encumbrance of any nature whatsoever on the whole of the businesses and assets of the Company, including immovable and movable, tangible and intangible properties of the Company, both present and future, together with power to takeover, sell, transfer, mortgage, and dispose off, including but not limiting to granting the possession of the assets on lease, or leave and license basis, the aforesaid assets (the reference of which includes whole of the or substantially the whole of the undertakings), either on a piecemeal or on lump sum basis, sale, transfer or dispose off the business undertaking(s) of the Company in certain events by the Board or by the Debenture Trustee to be appointed for holders of NCDs, in order to secure the Secured Redeemable Non-Convertible Debentures (NCDs) not exceeding INR 675 crores (Indian Rupees Six Hundred Seventy Five Crores Only) proposed to be issued on private placement basis by the Company and interest thereon.
- (ii) to authorise the Board of Directors of the Company for agreeing with the holders of NCDs/ Debenture Trustee to be appointed for holders of NCDs, on such terms and conditions, as they may deem fit, including grant of powers and authorisations to the Debenture Trustee to be appointed for holders of NCDs to take over, transfer, sell and/ or to dispose off all or any of the assets so mortgaged, charged or encumbered (including the whole of the or substantially whole of the undertaking(s) of the Company or any part thereof, at the sole discretion of the Debenture Trustee to be appointed for holders of NCDs, including the power to determine the terms and conditions, and pricing for sale, transfer or disposal of such assets, in certain events in terms of the agreements/ letters of sanction/terms and conditions in connection with the creation of security and other incidental matters.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise with the holders of NCDs and/ or Debenture Trustee to be appointed for holders of NCDs, the documents for creating the aforesaid mortgage/charge and/or for conferring the aforesaid rights and to do all such acts and things as may be necessary, with the power to enter into, sign, execute and deliver all such deeds, documents, undertakings, promises, guarantees or ensuring collaterals, etc., for giving effect to the aforesaid resolution.”

By order of the Board of Directors  
For Sakthi Sugars Limited  
S Baskar  
Sr. Vice President &  
Company Secretary

Coimbatore  
29<sup>th</sup> October 2021

**Notes:**

1. In view of wide spreading of the Covid-19 pandemic, social distancing norms being followed and pursuant to General Circular No. 14/2020 dated 08.04.2020 read with circular No. 17/2020 dated 13.04.2020, No. 39/2020 dated 31.12.2020 No. 10/ 2021 dated 23.06.2021 (collectively referred to "MCA Circulars") issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/79 dated 12.05.2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, issued by Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this EGM is being held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The EGM does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Since the EGM is being held through VC/OAVM pursuant to the MCA/SEBI Circulars and physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act 2013 (Act) will not be available for the EGM. However, institutional/corporate members may appoint their representatives in pursuance of Sections 112 and 113 of the Act, for the purpose of participation in the EGM through VC/OAVM and to exercise e-voting.
3. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. Link Intime India Private Limited will be providing their facility ('InstaMeet') for participation in the EGM through VC/OAVM and e-voting during the EGM, and for voting through remote e-voting ('InstaVote').
5. Members may join the EGM through VC/OAVM by following the procedure mentioned in Note No.26 hereinbelow. The log-in provision for joining the meeting shall be kept open for the Members 30 minutes before the scheduled time for commencement of the EGM (i.e. from 10.30 a.m.) till 15 minutes after the commencement time of the EGM (i.e. upto 11.15 a.m.). Thereafter the log-in provision shall be deactivated.
6. Members may note that the VC/OAVM facility provided by Link Intime India Private Limited allows participation of not less than 1000 Members on first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the EGM without any restriction on account of first-come-first-served basis.
7. Attendance of the Members participating in the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the EGM is attached as Annexure.
9. The documents for inspection at the EGM will be available in electronic mode. Members can send an email for the purpose to [shares@sakthisugars.com](mailto:shares@sakthisugars.com).
10. Notice is being sent electronically to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 29th October 2021.
11. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that physical copy of the Notice will not be sent. The Notice of the EGM will be available on the website of the Company at [www.sakthisugars.com](http://www.sakthisugars.com), on the websites of NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) and also on the website of Link Intime India Private Limited ([https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in)).
12. In case the shareholder(s) has/have not registered his/her/their email address with the Company/RTA/Depositories, they are requested to register their email ID by following the steps given below:
  - a. In case of shareholders holding shares in physical form:

Kindly log in to the website of the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited ([www.linkintime.co.in](http://www.linkintime.co.in)), go to investor service section and select 'Email/Bank detail Registration', fill in the details and upload the required documents and submit.
  - b. In case of shareholders holding shares in demat form:

Kindly contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

13. Members can attend and participate in the EGM through VC/OAVM only.
14. The cut-off date (record date) for the purpose of determining the voting rights of the members is 17th November, 2021. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
15. The persons who have become members of the Company after 29th October 2021 and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date may contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited through e-mail at "coimbatore@linkintime.co.in" and provide their e-mail ID and folio/client ID for sending the EGM Notice electronically. The members can also download the EGM Notice from the Company's website www.sakthisugars.com. Password for e-voting can be generated by the shareholders themselves by following the instructions for e-voting given in Note No.25 hereinbelow.
16. Members holding shares in physical form are requested to notify the change, if any, in their address to the Company or the Registrar and Share Transfer Agents, Link Intime India Private Limited. Members holding shares in electronic form are requested to advise the change in their address to their Depository Participants.
17. As required under Section 108 of the Companies Act 2013 and Regulation 44 of the SEBI Listing Regulations, members are provided with remote e-voting facility and e-voting facility during the EGM for exercising their voting rights.
18. Sri M.D.Selvaraj, Proprietor, M/s. MDS & Associates, Company Secretaries, Coimbatore, has been appointed as Scrutinizer for conducting the remote e-voting and e-voting during the EGM in a fair and transparent manner.
19. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.
20. The remote e-voting period begins on Sunday, 21st November 2021 at 9.00 a.m. and ends on Tuesday, 23rd November 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th November 2021, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
21. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent by email from their registered email ID to the Scrutinizer's email address at mds@mdsassociates.in with copies marked to the Company at shares@sakthisugars.com and to its RTA at enotices@linkintime.co.in.
22. During the EGM, the Chairman shall inform about opening of e-voting facility on the platform of Link Intime India Private Limited to enable those Members who have not cast their vote and would like to cast their vote at the EGM. The Members who have already cast their vote by remote e-voting cannot vote again at the EGM.
23. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to attend and vote, unless the other joint holder is authorised in writing to do so.
24. Instructions for shareholders to register as speakers during the EGM through VC/OAVM (InstaMeet):

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, PAN, email ID, mobile number to shares@sakthisugars.com from 9.00 a.m on 19.11.2021 to 5.00 p.m. on 21.11.2021.

The first 20 speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

Shareholders, who would like to ask questions, may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number to shares@sakthisugars.com. The same will be replied by the Company suitably.

Note: Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the EGM.

Shareholders are allowed to use camera and are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

25. Instructions for remote e-voting electronically by shareholders (Instavote):

Remote e-voting instructions for shareholders post change in the login mechanism for individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility. Login method for individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your user ID and password.</li> <li>• After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your user ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ul>
Individual shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> <li>• Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• After successful login of Easi / Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>• Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-voting service provider (ESP) where the e-voting is in progress.</li> </ul>

Individual shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</li> <li>• Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting.</li> </ul>
Individual shareholders holding securities in physical mode & e-voting service provider is LINKINTIME.	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>• Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> </li> <li>• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.</li> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Click “confirm” (Your password is now generated).</li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited (LIPL) at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & e-voting service provider is Linkintime, have forgotten the password:**

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’.



- In case shareholders/ members are having valid email address, password will be sent to his/her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.

**Individual shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for individual shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43.

**Helpdesk for individual shareholders holding securities in physical mode/institutional shareholders and e-voting service provider is Linkintime.**

In case shareholders/ members holding securities in physical mode/institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact Instavote Support Desk, Link Intime India Private Limited on Tel: 022-4918 6000.

**26. Instructions for attending the EGM through VC/OAVM (InstaMeet):**

- For attending the EGM through VC/OAVM, shareholders may login InstaMeet portal (<https://instameet.linkintime.co.in>) 30 minutes before the commencement time of the EGM (i.e. from 10.30 a.m.) till 15 minutes after the commencement time (i.e. upto 11.15 a.m.). Thereafter login provision will be deactivated.
- Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
  - DP ID/Client ID or Folio No. - Enter your 16 digit DP ID / Client ID or Folio Number registered with the Company.
  - PAN - Enter your 10 digit Permanent Account Number (PAN)
  - Mobile No. – Enter your mobile number.
  - Email ID – Enter your e-mail ID.
- Click “Go to Meeting”

Note: Shareholders are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that shareholders connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders have any queries or issues regarding attending the EGM through VC/OAVM, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call Link Intime India Private Limited - Tel : 022-49186175.

27. Instructions for shareholders to vote during the EGM through VC/OAVM (InstaMeet):

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders who have not exercised their vote through remote e-voting can cast their vote as under:

- a. On the Shareholders VC page, click on the link for e-voting "Cast your vote".
- b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet and click on 'Submit'.
- c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired.
- e. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders who attend the EGM through VC/OAVM (InstaMeet) 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 facility during the meeting.

Shareholders who have voted through remote e-voting prior to the date of the EGM will be eligible to attend/ participate in the EGM through VC/OAVM (InstaMeet). However, they will not be eligible to vote again during the meeting.

In case the shareholders have any query or issue regarding e-voting, they can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call Link Intime India Private Limited - Tel : 022-49186175.

28. In case of any query or issue or grievance connected with the facility of remote e-voting, members may contact Sri S Baskar, Sr. Vice President & Company Secretary, through e-mail ID 'shares@sakthisugars.com' or through Phone No. 0422 - 4322222.
29. The Scrutinizer shall, immediately after the conclusion of the voting at the EGM, first download 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 make a Scrutinizer's Report of the votes cast in favour or against, if any, within a period not exceeding 48 hours from the conclusion of the Extraordinary General Meeting to the Chairman and Managing Director or the authorized Director/Executive.
30. The results of voting will be declared by the Chairman and Managing Director or the authorized Director/Executive at the Corporate Office of the Company at 180 Race Course Road, Coimbatore-641 018 within 48 hours from the conclusion of the EGM. The result along with Scrutinizer's Report will be posted on the Company's website [www.sakthisugars.com](http://www.sakthisugars.com) and on the website of Link Intime India Private Limited: <https://instavote.linkintime.co.in>. It will also be displayed in the Notice Board of the Company at its Registered Office and at the Corporate Office. It will also be forwarded to the stock exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.1

The Members are hereby informed that in order to re-finance, discharge and settle the existing banks and other loans, and to meet other financial requirements of the Company, the Board of Directors of the Company has approved to raise funds through issue of such number of Secured Redeemable Non-Convertible Debentures, whether listed or unlisted, ("NCDs") as may be decided by the Board aggregating up to an amount not exceeding INR 675 crores (Indian Rupees Six Hundred and Seventy Five Crores Only) on private placement basis.

In terms of Section 42 of the Companies Act 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules 2014, private placement of securities requires approval of Members by special resolution. Approval of the Members is therefore requested for the issue of NCDs on private placement basis as mentioned above. Necessary special resolution in this regard is set out in item No.1 of the Notice for Members' approval.

The disclosures required to be made in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:

a. Particulars of the offer including date of passing of the Board Resolution:

NCDs aggregating up to INR 675 crores (Indian Rupees Six Hundred and Seventy Five Crores only) on private placement basis in one or more series or tranches.

Date of Board Meeting: 29th October 2021.

b. Kinds of securities offered and the price at which security is being offered:

Proposed issue of Secured Redeemable Non-Convertible Debentures, whether listed or unlisted ("NCDs"). Price will be determined by the Board/ Committee of Board in accordance with the prevailing market conditions at the time of issue.

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

Not applicable.

d. Name and address of valuer who performed valuation:

Not applicable.

e. Amount which the company intends to raise by way of such securities:

For an amount not exceeding INR 675 crores (Indian Rupees Six Hundred and Seventy Five Crores Only).

f. (i) Material terms of raising such securities:

Since the issuance may be in one or more tranches, the material terms will be determined by the Board/ Committee of Board in accordance with the provisions of applicable laws for the time being in force.

(ii) Proposed time schedule:

Financial Year 2021-2022.

(iii) Purposes or objects of offer:

To repay and discharge the existing loans and to meet other financial requirements of the Company.

(iv) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution from the promoters or directors is envisaged.

(v) Principle terms of assets charged as securities:

The principal amount of the NCDs to be issued together with all interest due thereon shall be fully secured by way of exclusive first charge on all of the assets of the Company, including but not limited to immovable/ movable, tangible/ intangible properties, both present and future, of the Company.

In this regard, the Members are hereby requested to authorise the Board (including the Committees of the Board) to finalize the terms and conditions of the issue and matters related thereto, including but not limited to rate of interest, tenor, security cover, consideration, timing of each tranche, if any, persons to whom it can be issued, etc.

As the Board of Directors considers the issue and allotment of NCDs is in the interest of the Company and the Members, the Board recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for the consideration and approval of the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

#### **Item No.2**

The Members are hereby informed that the terms and conditions of the issue of NCDs may include a clause that the loan amount as represented by NCDs or other securities, as may be issued by the Company pursuant to the resolution provided in Item No.1 in this notice, may have an option to convert such amount, whether in part or in full, into fully paid equity shares of the Company in the event of default at a price determined in accordance with the applicable laws and in terms of the agreement(s) to be executed in between the Company and holders of NCDs. Thus, pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Therefore, necessary Special Resolution is placed in Item No.2 of this Notice for Members' approval.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No.2 of the accompanying Notice of the EGM for the Members' approval as a Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

#### **Item No.3**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company in general meeting by a special resolution, borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

The Members of the Company have already approved to borrow up to a sum of INR 1,500 crores (Indian Rupees One Thousand Five Hundred Crores Only) over and above the paid up capital and free reserves of the Company.

Therefore, in order to enable raising of funds through issue of Secured Redeemable Non-Convertible Debentures (NCDs) as proposed under Item No.1 above, it is proposed to increase the borrowing limit up to INR 2,200 crores (Indian Rupees Two Thousand Two Hundred Crores Only) over and above the paid up capital and free reserves of the Company. For this purpose, necessary special resolution is set out in Item No.3 of this Notice for Members' approval.

The Board considers that increasing of the borrowing limit is needed for issue of the said NCDs and therefore recommends the special resolution set out under Item No.3 of the accompanying Notice of the EGM for the approval of the Members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

#### **Item No. 4**

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

It is proposed to discharge and settle the existing banks and other loans by re-financing or raising additional funds which shall be secured by creation of security on the properties of the Company, whether movable, immovable, tangible or intangible or the business undertakings as a whole or part of it. Given that the creation of charge/ mortgage tantamounts to otherwise disposing of the undertakings of the Company and/ or the Company may be required to dispose off its assets, whether present or future, by the Board of Directors in certain events or by the Debenture Trustee to be appointed for the holders of Secured Redeemable Non-Convertible Debentures (NCDs) ("Debenture Trustee") in certain events, therefore, it shall be necessary to pass a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving authority to the Company or to the Debenture Trustee to dispose off the assets in certain events or in breach of the terms of the agreements to be entered into with the prospective NCDs holders and/or with the Debenture Trustee.

Accordingly, approval of the Members of the Company by special resolution is hereby sought to enable the Board of Directors of the Company to create mortgage and/ or charge or encumbrance of any nature whatsoever on the whole of the businesses and/ or assets of the Company, including immovable/ movable, tangible/ intangible properties of the Company, both present and future, to secure the Secured Redeemable Non-convertible Debentures (NCDs) not exceeding INR 675 crores (Indian Rupees Six Hundred Seventy Five Crores Only) proposed to be issued on private placement basis by the Company and interest thereon, together with the power to the Company or to Debenture Trustee to takeover, sell, transfer, mortgage, and/ or otherwise, in any manner, dispose off, including but not limiting to granting the possession of the properties on lease, or leave & license basis, the aforesaid assets (the reference of which shall include whole of the or substantially the whole of the undertakings) of the Company, whether on a piecemeal or on a slump sale basis, in certain events by the Board or by the Debenture Trustee to be appointed for holders of NCDs.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No.4 of the accompanying Notice of the EGM for the approval of the Members as a special resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution.

Coimbatore  
29<sup>th</sup> October 2021

By order of the Board of Directors  
S Baskar  
Sr. Vice President &  
Company Secretary