



SAKTHI SUGARS LIMITED

CIN : L15421TZ1961PLC000396

Regd. Office: Sakthinagar-638 315, Bhavani Taluk, Erode District, Tamil Nadu

Phone: 0422 4322222, 2221551

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

NOTICE FOR POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014]

To

The Members,

Notice is hereby given that the following resolutions are circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:

1. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the Object Clause of the Memorandum of Association of the Company be altered as under:

'The following Clause be inserted as Clause 14A after the existing Clause 14 of the Memorandum of Association:

'14A. To produce, import, export, buy, sell or deal in coal, charcoal, firewood or similar materials'."

2. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED that the existing Regulations of the Articles of Association of the Company be and are hereby deleted in its entirety and substituted with the new set of Regulations as given in the Company's weblink 'www.sakthisugars.com/investorinformation/newarticles.pdf'."

3. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Operation and Maintenance Agreement with Trishul Electric and Powergen Limited or any other company/entity in respect of operation and maintenance of the Company's co-generation plants, in full or any part thereof, present and future, on such terms and conditions, as may be determined by the Board."

4. To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of Section 186(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, approval of the Company be and is hereby accorded to the Board of Directors to acquire equity shares in the capital of Trishul Electric and Powergen Limited upto a sum of Rs.10.00 lakhs , notwithstanding that the loans and guarantees given and securities provided by the Company earlier together with the proposed acquisition is in excess of the limit prescribed under Section 186(2) of the Companies Act 2013."

By Order of the Board

S. Baskar

Sr. Vice President - Finance &
Company Secretary

Coimbatore
8th August 2015

Notes :

1. The Notice is being sent 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 14th August 2015.
2. A Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.
3. The cut-off date for the purpose of exercising the voting right by members is 14th August 2015. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
4. Shareholders should exercise their voting by Postal Ballot in such a way that the Postal Ballot Forms reach the Scrutinizer on or before 5.00 p.m. on 18th September 2015.
5. Pursuant to the requirement of Section 108 of the Companies Act, 2013 and Clause 35B of the Listing Agreement, remote E-voting facility has been provided to the members for exercising their voting right electronically instead of through postal ballot.

6. E-Voting period commences from at 9.00 a.m. on 20th August 2015 and ends at 5.00 p.m. on 18th September 2015. Instructions for voting by Postal Ballot and through E-Voting are given hereunder.
7. Proxies are not allowed for voting under Postal Ballot.
8. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) or Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 18th September 2015 (5.00 p.m.) to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before the last date and time for receipt of Postal Ballot Form by Scrutinizer, providing sufficient time for postal transit.
9. The Company has appointed Mr. M.D. Selvaraj, Company Secretary in Practice , M/s. MDS Associates, Coimbatore, as Scrutinizer for conducting the Postal Ballot / E-voting process in a fair and transparent manner.
10. The Members can opt for only one mode of voting, i.e., either by Postal Ballot or through remote E-Voting.
11. In case a member has exercised his vote through postal ballot, he shall not vote by remote E-voting and vice versa. If a member has voted through Postal Ballot and remote E-voting, voting by Postal Ballot shall be treated as invalid.
12. The resolutions being Special Resolutions, will be declared as passed if votes cast in favour of the resolutions are three times more in number than the votes, if any, cast against it.
13. The results of voting will be declared on 20th September 2015 at 10.00 a.m. at the Corporate Office of the Company at 180 Race Course Road, Coimbatore. The result will be posted on the website of the Company and can be viewed through the weblink 'www.sakthisugars/postalballot_results' and on the website of CDSL 'www.evoting@cdsl.com'. It will also be displayed in the Notice Board of the Company at its Registered Office and at the Corporate Office.
14. The resolution shall be deemed to have been passed on 18th September 2015, being the last date for receipt of duly completed Postal Ballot Forms or e-voting.
15. In case of any query or issue or grievance connected with Postal Ballot or e-voting members may contact Sri. S. Baskar, Sr. Vice President-Finance & Company Secretary through e-mail id 'shares@sakthisugars.com' or through phone no. 0422-4322222.

INSTRUCTIONS FOR VOTING:

A) VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form.

B) REMOTE E-VOTING FACILITY

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 20th August 2015 at 9.00 a.m. and ends on 18th September 2015 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 14th August 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to 'www.evotingindia.com' and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the 8 digits of the sequence number which is printed on the Postal Ballot Form
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for Sakthi Sugars Limited
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

Item No.1

The Company has been purchasing coal for use in its boilers. The Company now proposes to produce, import, export, buy, sell or deal in coal, charcoal fire wood or any other similar materials and to make required provision in the Object Clause of the Memorandum of Association of the Company by adding a new Clause as 14A thereto as given in the Notice. The Board is of the opinion that these activities will add further value to the operations of the Company.

Alteration of the Object Clause of the Memorandum of Association requires approval of the Members by Special Resolution through Postal Ballot. Necessary Special Resolution is given as Item No.1 in the Notice for members' approval.

The Memorandum of Association of the Company is available for members' inspection at the Registered Office of the Company at Sakthinagar-638 315, Bhavani Taluk, Erode District and at the Corporate Office at 180 Race Course Road, Coimbatore on any working day from 10.00 A.M. to 1.00 P.M. during the period from 20th August 2015 to 18th September 2015.

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

Item No. 2

The Companies Act 2013 has replaced most of the provisions of the Companies Act 1956. The majority of the provisions of the new Act has been notified and has come into force.

The existing Regulations of the Articles of Association of the Company were framed based on the provisions contained in the Companies Act 1956. The Board of Directors of the Company at its meeting held on 8th August 2015 has approved the proposal of replacement of the existing Regulations of the Articles of Association with a new set of Regulations in tune with the provisions contained with the Companies Act 2013.

Alteration or replacement the Articles of Association of the Company requires approval of the members by Special Resolution. Necessary Special Resolution is given as Item No.2 in the Notice for members' approval.

The proposed new Regulations of the Articles of Association are available in the Company's website and can be viewed by members through the weblink 'www.sakthisugars.com/investorinformation/newarticles.pdf'. The existing and the proposed Regulations are available for inspection by the members at the Registered Office of the Company at Sakthinagar-638 315, Bhavani Taluk, Erode District and at the Corporate Office at 180, Race Course Road, Coimbatore on any working day from 10.00 A.M. to 1.00 P.M. during the period from 20th August 2015 to 18th September 2015.

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

Item No.3 and 4

The Agreements entered into by the Company with Tamilnadu Power Generation and Distribution Limited (TANGEDCO) for supply of power through bidding process will expire on 30th September 2015. In order to ensure optimum utilization of the power plants and to maximize the profit from the Co-generation Division, the Board of Directors at its meeting held on 8th August 2015 has approved the Company entering into an agreement for operations and maintenance with Trishul Electric and Powergen Limited (Trishul). Under this arrangement, Trishul will operate the cogeneration plants as captive power plants and export the power to captive consumers, including the Company for meeting its power requirements.

The members' approval is required under Section 180(1) of the Companies Act 2013 for which necessary Special Resolution is set out under item No. 3 of the Notice for members' approval.

In terms of the provisions the Electricity Act, the consumers of captive power should hold certain percentage of shares in the operating or generating company. It is therefore proposed to acquire shares in the capital of Trishul of face value not exceeding Rs.10 lakhs. Prior approval of the members by Special Resolution is required for the Board of Directors under Section 186(3) of the Companies Act 2013 to make the said share acquisition.

Necessary Special Resolution is set out under Item No. 4 of the Notice for members' approval.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolutions.

By Order of the Board

Coimbatore
8th August 2015

S. Baskar
Sr Vice President – Finance &
Company Secretary



SAKTHI SUGARS LIMITED

CIN:L15421TZ1961PLC000396

Regd. Office: Sakthinagar – 638 315, Bhavani Taluk, Erode Dist., Tamilnadu.

Phone:0422 4322 222, 2221551 Fax :0422 2220574, 4322488

Email : shares@sakthisugars.com Website: www.sakthisugars.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act 2013 and the Companies (Management and Administration Rules 2014)]

(Please read the instructions printed overleaf carefully before completing this form.)

1. Registered Folio No./ DP ID No. & Client ID No. *	
*(Applicable to investors holding shares in dematerialized form)	
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)	
E-voting particulars If desirous of E-voting, please read the instructions given in the Postal Ballot Notice before exercising	
EVSN (Electronic Voting Sequence Number) 150813033 *Default PAN / Sequence Number	
<small>*Those who have not registered their PAN may use default PAN</small>	
3. Class and Number of shares held	Equity

I/We hereby exercise my/our vote(s) in respect of the following resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 8th August 2015 of the Company by recording my / our assent (for) or dissent (against) to the said resolutions by placing tick mark (✓) in the appropriate box below:

Sl. No.	Description	No. of Shares	Nature of Voting	
			Please tick (✓) in appropriate box below	
			I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Special Resolution for alteration of the Object Clause of the Memorandum of Association of the Company by insertion of Clause 14A to produce, import, export, buy, sell or deal in coal, charcoal, firewood or similar materials.			
2.	Special Resolution for alteration of Articles of Association of the Company by substitution of the existing Regulations with a new set of Regulations in tune with the Companies Act 2013.			
3.	Special Resolution under Section 180(1)(a) of the Companies Act 2013 to accord consent to the Board of Directors to enter into Operation and Maintenance Agreement with Trishul Electric Powergen Limited or any other Company/entity in respect of the Company's cogeneration plants.			
4.	Special Resolution under Section 186(3) of the Companies Act 2013 to authorise the Board of Directors to acquire equity shares in Trishul Electric Powergen Limited upto a face value not exceeding Rs.10 lakhs, not withstanding that the aggregate of the loans, securities and guarantees already given and investments in securities already made together with the proposed acquisition of shares exceed the limit prescribed under Section 186(2) of the said Act.			

Place :

Date :

Signature of share holder
(Refer instruction No.2. over leaf)

- Note: 1. In case you opt to cast your by remote e-voting, then there is no need to fill-in and send this form.
2. Last date for receipt of postal ballot form is 18th September 2015.

INSTRUCTIONS

1. A member desiring to exercise his/her vote by Postal Ballot Form should complete the Postal Ballot Form given overleaf with asset (for) or dissent (against) and send it to the Scrutinizer, Sri M.D.Selveraj, "Surya", 35 May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028, in the attached self addressed postage prepaid envelope. Postage will be borne and paid by the company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.

The Postal Ballot Form duly completed and signed should reach the Scrutinizer not later than 5.00 p.m. on 18th September 2015. Postal Ballot Forms received after that date and time will be treated as if the reply from such members has not been received.
2. The Postal Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, the next named joint holder may sign the Form in the absence of the first named joint holder. The signature of the shareholder on this Postal Ballot Form should be as per specimen signature registered with the Company or furnished by National Securities Depository Limited/Central Depository Services (India) Limited to the Company.
3. In case shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorisation together with attested specimen signature(s) of the authorised signatories.
4. Shareholders holding shares in dematerialised form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning the name and address of the Bank/DP and the name, stamp and signature of the Manager.
5. The votes should be cast in favour of or against the Resolution by putting the tick mark (✓) in the column provided for asset or dissent. Postal Ballot Form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned or incorrectly filled Postal Ballot Form will be rejected by the Scrutinizer.
6. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
7. A member is neither required to cast all his/her votes nor is he/she required to vote in the same manner for all resolutions.
8. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
9. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the time and date specified in serial No.1 above.
10. The Postal Ballot Form shall not be exercised by a proxy.
11. In addition to the reasons mentioned for rejection in SI.No.5 above, Postal Ballot Form/ Votes will be considered invalid on the following grounds:
 - a) If a Form other than the one issued by the Company has been used.
 - b) If the Form has not been signed by or on behalf of the member.
 - c) If the shareholder's signature does not tally.
 - d) If it is not possible to determine without any doubt the assent or dissent of the member.
 - e) If assent or dissent are not mentioned.
 - f) If assent or dissent is given subject to some amendment to the resolution or condition.
 - g) If any competent authority has given directions in writing to the Company to freeze the voting rights of a member.
 - h) If the envelope containing the postal ballot form is received after the last date and time prescribed.
 - i) If the Postal Ballot Form is filed in pencil or signed in pencil.
 - j) If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the Grounds.
 - k) If the Postal Ballot Form is signed in a representative capacity and is not accompanied by a certified copy of the relevant authority.
12. Scrutinizer's decision on the validity of the Postal Ballot Form will be final.