

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of **SAKUMA EXPORTS LIMITED** will be held on Thursday, 01st September, 2016 at 10.30 A.M. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400018 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the
 - Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016 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 March 31, 2016, and the Report of the Auditors' thereon.
2. To ratify interim dividend @ 10% i.e. ₹ 1/- per equity share for the financial year 2015-2016.
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), Messrs 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, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2016-17, 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 service tax and reimbursement 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. Chander Mohan (DIN: 00214493) as Executive Chairman and payment of remuneration and in this regard to consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including Schedule V of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Chander Mohan as the Executive Chairman of the Company for a period of three years with effect from 1st September, 2016 till 31st August, 2019.

RESOLVED FURTHER THAT Mr. Chander Mohan shall be paid remuneration and perquisites up to Rs.7,00,000/- per month or 5% of net profits whichever is higher and shall be eligible for monthly increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

RESOLVED FURTHER THAT the terms and conditions of appointment shall be as per the letter of appointment as approved by the Board at its meeting held on 28th May, 2016 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites to the extent the Board of Directors may consider appropriate and as may be authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration and perquisites payable to Mr. Chander Mohan shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under provided that the terms of the letter of appointment between the company and Mr. Chander Mohan shall be suitably modified to give effect to such variation or increase as the case may be.



RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Chander Mohan as the Executive Chairman, the remuneration and perquisites set out in the aforesaid letter of appointment be paid or granted to him as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Part II Section II(A)(ii) of Schedule V to the said Act or such other amount and perquisites as may be provided in the said Schedule V whether or not amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

6. To re-appoint Mr. Saurabh Malhotra (DIN: 00214500) as Managing Director and payment of remuneration and in this regard to consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including Schedule V of the said Act as amended up-to-date, consent and approval be and is hereby accorded to the re-appointment of and payment of remuneration and perquisites to Mr. Saurabh Malhotra as the Managing Director of the Company for a period of three years with effect from 1st September, 2016 till 31st August, 2019.

RESOLVED FURTHER THAT Mr. Saurabh Malhotra shall be paid remuneration and perquisites up to Rs. 7,00,000/- per month or 5% of net profits whichever is higher and shall be eligible for monthly increments as may be decided by the Board of Directors from time to time annually, if permissible as per the provisions of the Act.

RESOLVED FURTHER THAT the terms and conditions of appointment shall be as per the letter of appointment as approved by the Board at its meeting held on 28th May, 2016 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites to the extent the Board of Directors may consider appropriate and as may be authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration and perquisites payable to Mr. Saurabh Malhotra shall be within the limits set out in the said Act including the said Schedule V to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under provided that the terms of the letter of appointment between the company and Mr. Saurabh Malhotra shall be suitably modified to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of office of Mr. Saurabh Malhotra as the Managing Director, the remuneration and perquisites set out in the aforesaid letter of appointment be paid or granted to him as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Part II Section II(A)(ii) of Schedule V to the said Act or such other amount and perquisites as may be provided in the said Schedule V whether or not amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable and expedient to give effect to this resolution.”

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under Item Nos. 5 and 6 of the accompanying Notice are annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 of the accompanying Notice, as required by Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 is annexed herewith.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING i.e. by 10.30 A.M on Tuesday, August 30 2016.

4. 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.
5. 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.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements 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.
9. 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, 25th August, 2016 to Thursday, 01st September, 2016, (both days inclusive).
10. 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.
11. 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 Compliance Officer, Mr. Raju Pillai: companysecretary@sakumaexportsltd.com
12. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
 - i. Any change in their address
 - ii. Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS/ NACH mode and
 - iii. Share certificate(s) held in multiple folios in identical names or joint accounts in the same order of the names for consolidation of such holdings into one folio
13. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, viz. NSDL and CDSL will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
14. 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 Companies Act 2013, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
15. 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.
16. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) and Rule 3 of the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, the Company has transferred on due dates, the unpaid or unclaimed dividends for the financial year ended 31st March, 2008 and to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to rule 3 of the Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 11, 2015 (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 2010 – 2011	18.08.2011	22.09.2018
Final Dividend 2011 – 2012	27.09.2012	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	16.09.2022

For Preference Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date of claiming Unpaid Dividend
Dividend 2008 – 2009	15.09.2009	21.10.2016
Dividend 2009 – 2010	15.09.2010	20.10.2017
Dividend 2010 – 2011	28.02.2011	27.02.2018

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. Big Share Services Private Limited.

17. Information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 relating to Documents & Information to Shareholders with respect to the Directors being appointed and Directors retiring by rotation and being eligible, seeking re-appointment are as under:

Particulars	Ms. Shipra Malhotra	Mr. Chander Mohan	Mr. Saurabh Malhotra
Director Identification Number(DIN)	01236811	00214493	00214500
Date of Birth	02/08/1972	03/07/1942	17/02/1976
Nationality	Indian	Indian	Indian
Date of Appointment on Board	January 25, 2007	August 31, 2005	August 31, 2005
Qualifications	M.Com Part(I) Post Graduate with specialization in Human Resource Management (HRM)	Post Graduate in Economics from Delhi School of Economics with professional qualification in Banking, Management etc.	Post Graduate in Business Management
Shareholding in Sakuma Exports Limited	500 Shares	15,33,119 Shares	32,28,341 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	Post Graduate in Economics from Delhi School of Economics with professional qualification in Banking, Management etc. Retired as a senior executive from IDBI. Promoter of Sakuma Exports Ltd. and associated with the Company since its incorporation.	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	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	Nil	Nil

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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 11th 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 members 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 paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The shareholders who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
4. The remote e-voting period commences on Monday, 29th August, 2016 (9:00 am) and ends on Wednesday, 31st August, 2016 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 25th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(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 shahpradipcs@gmail.com with a copy marked to evoting@nsdl.co.in



- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- a) Initial password is provided as below/at the bottom of the Attendance Slip for 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.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 7. 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.
 8. 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).
 9. 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 25th August, 2016.
 10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e Thursday, 25th August, 2016, 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.
 11. 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.
 12. A person, whose name is recorded in the register of members 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.
 13. Mr. Punit Shah, Practicing Company Secretary (Membership No. 20536) and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 14. 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 “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 15. 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.
 16. The Results declared alongwith the report of the Scrutinizer shall be placed 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 Export Limited**

**Place: Mumbai
Date: 28th May, 2016**

**Saurabh Malhotra
Managing Director**

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

ITEM NO. 5 & 6 – RE-APPOINTMENT OF MR. CHANDER MOHAN AS EXECUTIVE CHAIRMAN AND MR. SAURABH MALHOTRA AS MANAGING DIRECTOR AND PAYEMNT OF REMUNERATION

The present tenure of appointment of Mr. Chander Mohan, Executive Chairman and Mr. Saurabh Malhotra, Managing Director is expiring on 31st August, 2016. The Nomination and Remuneration Committee has recommended the re-appointment of Mr. Chander Mohan as Executive Chairman and Mr. Saurabh Malhotra, Managing Director of the Company.

The Board of Directors has decided to re-appoint Mr. Chander Mohan as Executive Chairman and Mr. Saurabh Malhotra as Managing Director w.e.f. 1st September, 2016 for a period of 3 years. The terms and conditions of their re-appointment are given below:

Sr. No.	Name of Director	Designation	Responsibility
1.	Mr. Chander Mohan	Executive Chairman	Day to day management with focus on Corporate Planning, Growth and Finance
2.	Mr. Saurabh Malhotra	Managing Director	Day to day management with focus on 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 indicators:	31-3-2016 (₹ in lacs)	31-3-2015 (₹ in lacs)
	Sales (Net of Excise)	1,79,829.02	1,08,085.34
	Net Profit before Tax	1,929.30	1,246.43
	Net Profit After Tax	1,307.06	873.36
5.	Foreign investments or collaborations, if any	Sakuma Exim DMCC ₹ 7.00 Lacs GKM General Trading LLC ₹ 4.31 Lacs Sakuma Exports Pte Ltd ₹ 95.92 Lacs	

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particulars	Information
1.	Background details	Mr. Chander Mohan: Post Graduate in Economics from Delhi School of Economics with professional qualification in Banking, Management etc. Retired as a senior executive from IDBI. Promoter of Sakuma Exports Ltd. and associated with the Company since its incorporation. Mr. Saurabh Malhotra: Post Graduate in Business Management. Promoter of Sakuma Exports Ltd. and associated with the Company since its incorporation.
2.	Past Remuneration / Perquisites	Mr. Chander Mohan: ₹ 6,00,000/- per month including perquisites Mr. Saurabh Malhotra: ₹ 6,00,000/- per month including perquisites



Sr. No.	Particulars	Information
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 Mr. Chander Mohan and Mr. Saurabh Malhotra 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, 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. Chander Mohan: Managing Sakuma Exports Ltd since its incorporation. Mr. Saurabh Malhotra: Managing Sakuma Exports Ltd since its incorporation.
5.	Remuneration proposed	Not exceeding ₹ 7,00,000/- per month including perquisites if any or 5% of net profits whichever is higher to each director.
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 comparative remuneration profile will be higher than ₹ 7,00,000/-.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Chander Mohan, Executive Chairman and Mr. Saurabh Malhotra, Managing Director have 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	Company has not incurred losses in the last seven 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
4.	Reason for re-appointment pursuant to section 196(3)(a) of the Companies Act, 2013 (Re-appointment of Mr. Chander Mohan as Executive Chairman since he is above the age of 70 years)	Mr. Chander Mohan has been classified as one of the Promoter of the Company at the time of Public issue. Subsequently in all filings with BSE, NSE and ROC, he has been classified as promoter of the company. In availing bank finance, he has been classified as one of the promoter of the company and his personal guarantee for securing the bank facility has been given to the bank. While sanctioning the facility, one of the conditions of bank is to execute personal guarantee in favour of bank. He is holding 15,33,119 equity shares representing 9.33% of the total capital of the company. He is associated with the company since incorporation and has vast experience in agriculture commodity. In appointing Mr. Chander Mohan as Executive Chairman, the company will be immensely benefited with his rich experience and guidance.

The remuneration and perquisites payable to Mr. Chander Mohan as Executive Chairman and Mr. Saurabh Malhotra, Managing Director are as follows:

The Company proposes to pay following remuneration and perquisites w.e.f. 1st September, 2016.

A. REMUNERATION:

Sr. No.	Name of Director	Designation	Remuneration & Perquisites
1.	Mr. Chander Mohan	Executive Chairman	Not exceeding ₹ 7,00,000/- per month including perquisites if any or 5% of net profits whichever is higher
2.	Mr. Saurabh Malhotra	Managing Director	Not exceeding ₹ 7,00,000/- per month including perquisites if any or 5% of net profits whichever is higher

B. INCREMENTS:

The Board of Directors shall decide the increments payable to them 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 following perquisites shall be payable to the Director and which shall not be included in the computation of the ceiling of remuneration as per Schedule V of the Companies Act, 2013.

i. Provident Fund:

The Company's contribution to Provident Fund shall be as per the rules of the Company. Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act, 1961.

ii. Gratuity:

Gratuity not exceeding one-half months' salary for each completed year of service.

iii. Leave Encashment:

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

D. MINIMUM REMUNERATION:

1. The above remuneration and perquisites has been fixed on the basis of adequate profits as per the audited balance sheet as on 31st March, 2016 and has been fixed as 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 and shall be considered as minimum remuneration.
2. During the tenure of his appointments, 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. Chander Mohan and Mr. Saurabh Malhotra shall be paid as per the profits earned by the Company in that particular financial year.

The resolutions are being recommended for the approval of the members.

None of the Directors except Mr. Chander Mohan, Mr. Saurabh Malhotra and Ms. Shipra Malhotra (daughter of Mr. Chander Mohan and sister of Mr. Saurabh Malhotra) are concerned or interested to the extent remuneration is payable to the respective directors.

Except Promoter Directors and their Relatives (to the extent of the Shareholding interest in the Company), Mr. Chander Mohan and Mr. Saurabh Malhotra, who are Directors/ Shareholders of the Company, no other Directors and KMP of the Company is concerned/interested financially or otherwise in the said Resolution.

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

**Place: Mumbai
Date: 28th May, 2016**

**Saurabh Malhotra
Managing Director**



SAKUMA EXPORTS LIMITED

Registered Office : 301-A, Aurus Chambers, S.S. Amrutwar Lane, Near Mahindra Tower, Worli, Mumbai-400013

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall

I, hereby record my attendance at the Eleventh Annual General Meeting to be held on Thursday, 1st September, 2016 at 10.30 A.M. Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai- 400018.

DP ID*	
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Folio No.**	
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Client ID*	
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No. of Equity Shares held	
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NAME AND ADDRESS OF THE SHAREHOLDER _____

*To be filled by Shareholders holding shares in dematerialised form

**To be filled by shareholder holding shares in physical form.

Signature of the Shareholder of Proxy



SAKUMA EXPORTS LIMITED

Registered Office : 301-A, Aurus Chambers, S.S. Amrutwar Lane, Near Mahindra Tower, Worli, Mumbai-400013

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-400013
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 11th Annual General Meeting of the Company, to be held on Thursday, 1st September, 2016 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 March 31, 2016 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 March 31, 2016, and the Report of the Auditors' thereon.		
2.	To ratify interim dividend @ 10% i.e. Re. 1/- per equity share for the financial year 2015-2016.		
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. Chander Mohan as Executive Chairman and payment of Remuneration.		
6.	Re-Appointment of Mr. Saurabh Malhotra as Managing Director and payment of Remuneration.		

Signed this _____ day of _____ 2016.

Signature of shareholder : _____

Signature of Proxy Holder (s): _____

Affix a Re
1.00
revenue
stamp

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.

If undelivered, please return to:

Sakuma Exports Limited

301-A, Aurus Chambers,
S.S. Amrutwar Lane, Near Mahindra Tower,
Worli, Mumbai-400013