



# SAKUMA EXPORTS LIMITED

CIN: L51909MH2005PLC155765

**Registered Office:** Aorus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai 400013

**Website:** www.sakumaexportsltd.com; **Email:** sakumaex@mtnl.net.in;

**Tel:** 022 2499 9021 / 22; **Fax:** 022 2499 9024 / 27

---

## NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Sakuma Exports Limited will be held on Tuesday, 23<sup>rd</sup> October, 2018 at 10.30 a.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018 to transact the following business:

### SPECIAL BUSINESS:

#### 1. SUB -DIVISION OF EQUITY SHARES:

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 Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs 10/- each in the Authorized and paid-up Share Capital of the Company be sub-divided into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each on such date as may be fixed by the Board of Directors (hereinafter called ‘the Board’, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorized by the Board or its Committee for such purposes) for this purposes (‘Record Date’).

**RESOLVED FURTHER THAT** upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs.10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee thereof to give effect to the aforesaid resolution.”

#### 2. ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION:

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 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association be and is hereby amended and substituted by the following:

- V. (a) The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 40,00,00,000 (Forty Crores) Equity Shares of Re. 1/- (Rupee One Only) each.
- (b) The Paid up Capital of the Company shall be minimum of Rs. 5,00,000/- (Rupees Five Lacs Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary



for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s).”

### 3. ISSUE OF FURTHER SECURITIES:

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder including any amendments thereto, statutory modification(s) and/or re-enactment thereof, for the time being in force (collectively, the ‘Companies Act’), in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable, and the listing agreements entered into with the stock exchange(s) where the equity shares of the Company of face value Re. 1/- (‘Equity Shares’) are listed, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the ‘SEBI ICDR Regulations’), the provisions of the Foreign Exchange Management Act, 1999, (‘FEMA’) and rules and regulations framed there under as amended from time to time and subject to other applicable rules, regulations and guidelines issued by the Securities and Exchange Board of India (‘SEBI’), the Reserve Bank of India (‘RBI’), the Government of India (‘GoI’), the BSE Limited and National Stock Exchange of India Limited (‘Stock Exchanges’) and / or any other competent governmental or regulatory authorities from time to time to the extent applicable, and subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, RBI, GoI and any other governmental or regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include any committee(s) thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and / or competitive basis, of such part of issue and for such categories of persons as may be permitted), such number of Equity Shares, (as permitted under the SEBI ICDR Regulations) (all of which are hereinafter collectively referred to as ‘Securities’) or any combination of such Securities by way of a qualified institutions placement (‘QIP’), in one or more tranches, to any eligible qualified institutional buyers (‘QIBs’), Foreign Portfolio Investment (FPI) or any other placement as defined under the SEBI ICDR Regulations, whether they be holders of Equity Shares or not, as may be decided by the Board (including a committee thereof) in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, as may be deemed appropriate, in the sole discretion of the Board in such manner and on terms and conditions, and at a price not less than the price calculated as per the applicable pricing formula and as may be permitted by the relevant regulatory / statutory authority, together with any amendments and modifications thereto in consultation with any merchant banker(s) or other advisor(s) appointed and / or to be appointed by the Company but without requiring any further approval or consent from the shareholders.

**RESOLVED FURTHER THAT** in pursuance of the aforesaid resolutions: (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and applicable law; and (b) the Equity Shares that may be issued by the Company, whether upon conversion or otherwise, shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the allotment of the Securities to be made by way of the QIP, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders’ resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** any issue of Securities by way of a QIP shall be at a price which is not less than the price determined in accordance with the pricing formula provided under the SEBI ICDR Regulations (the ‘QIP Floor Price’). The Company may, however, in accordance with applicable law, at the sole discretion of the Board, including a duly constituted committee thereof, also offer a discount to the QIP Floor Price at such percentage as may be permitted under applicable law on the QIP Floor Price.

**RESOLVED FURTHER THAT** the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, if required.

**RESOLVED FURTHER THAT** subject to applicable law, in the event that Equity Shares are issued to QIBs by way of the QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares. In the event the QIP entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or a committee thereof decides to open the QIP or the date on which the holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board or a committee thereof.

**RESOLVED FURTHER THAT** the Board or a committee thereof, be and is hereby authorized to appoint lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees and all such agencies as are or may be required to be appointed, involved or concerned in the QIP and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board is authorized to list any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchange(s) in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any director(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the QIP and settle any questions or difficulties that may arise in this regard to the QIP.”

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

**Saurabh Malhotra  
Managing Director**

Date: 14<sup>th</sup> September, 2018

Place: Mumbai

**NOTES:**

1. The relevant explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 in respect of the special business item is annexed herewith.
2. 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. A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder.
3. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the Meeting.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. All alterations made in the Form of Proxy should be initialed.
6. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.



7. Foreign Portfolio Investors (FPIs) who are registered Equity Shareholder(s) of the Company would be required to deposit certified copies of Custodial resolutions / Power of Attorney, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of the Company not later than 48 hours before the meeting.
8. A Member or his / her Proxy is requested to bring the copy of the notice to the Meeting and produce the attendance slip, duly completed and signed, at the entrance of the Meeting venue.
9. Registered Equity Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID details for easy identification of the attendance at the meeting.
10. The Board of Directors, at their meeting held on Friday, 14<sup>th</sup> September, 2018, has appointed M/s. P. P. Shah & Co., Practicing Company Secretaries as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to remote e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to remote e-voting. The remote e-voting instructions have been given below explaining the process of remote e-voting with necessary user id and password along with procedure for such remote e-voting. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on Tuesday, 23<sup>rd</sup> October, 2018.
12. Please note that the members can opt for only one mode of voting i.e., either by voting at the Meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a member, such member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the meeting may also attend the Meeting and participate in the meeting, but shall not be entitled to cast their vote again.
13. A member cannot exercise his vote by proxy on e-voting.
14. The e-voting period commences on Saturday, 20<sup>th</sup> October, 2018 (09.00 a.m.) and ends on Monday, 22<sup>nd</sup> October, 2018 (05.00 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 16<sup>th</sup> October, 2018, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
15. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 16<sup>th</sup> October, 2018. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. Tuesday, 16<sup>th</sup> October, 2018 should treat this Notice for information purpose only.  
  
Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. Tuesday, 16<sup>th</sup> October, 2018 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
16. Members are informed that in case of joint holders attending the meeting, only such joint holders whose name stands first in the Register of Members of the Company in respect of such joint holding will be entitled to vote. The notice is being sent to all Shareholders, whose name appeared in the Register of Members as on Saturday, 22<sup>nd</sup> September, 2018.
17. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in Business Standard and Navshakti having wide circulation in the district where the Registered Office of the Company is situated.
18. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by Chairman of the Company, on or before Thursday, 25<sup>th</sup> October, 2018 at the Registered Office of the Company and will also be displayed on the Company’s website, and communicated to the BSE Limited and National Stock Exchange of India Limited, Registrar and Share Transfer Agent on the said date.

19. The Board of Directors has appointed the Compliance Officer as the person responsible for this process.
20. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.
21. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agents, M/s. Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059.
22. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the share transfer agents of the Company and register their email-id. Members holding shares in demat form are requested to register / update their e-mail address with their depository participant(s) directly. Members of the Company who have registered their email-address are entitled to receive such communication in physical form upon request.

Members may also note that this notice will be available on the Company's website: [www.sakumaexportsltd.com](http://www.sakumaexportsltd.com). Relevant documents referred to in the Notice and the accompanying explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting and will also be made available at the Meeting.

23. Information and other instructions relating to e-voting are as under:

#### INSTRUCTIONS FOR E-VOTING

- A. In case a shareholder receives an Email from NSDL [for shareholders whose Email IDs are registered with the Company/ Depository Participant(s)] :
  - a) Open Email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.  
Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - b) Click on Shareholder – Login
  - c) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
  - d) 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.
  - e) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - f) Select "EVEN" of "**SAKUMA EXPORTS LIMITED**".
  - g) Now you are ready for remote e-voting as Cast Vote page opens.
  - h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - i) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - j) Once you have voted on the resolution, you will not be allowed to modify your vote.

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



B. In case a shareholder receives physical copy of the Notice (for shareholders whose Email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):

a) Initial password is provided as below/ at the bottom of the Attendance Slip of the EGM:

<b>EVEN (Remote e-voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
<b>110098</b>		

b) Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

24. 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.
25. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) related to e-voting process.
26. 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 Tuesday, 16<sup>th</sup> October, 2018.
27. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently. Further, the member who has cast his/her vote electronically shall not be able to vote in meeting again, and his / her earlier vote (cast through e-voting) shall be treated as final.
28. The Scrutinizer shall unblock the votes 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 three working days from the conclusion of the e-voting period forthwith to the Chairman / or a person authorized by the Chairman in writing of the Company.
29. The results shall be declared on or after the Extra Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two days of passing of the resolutions at the Extra Ordinary General Meeting of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.
30. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
31. Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standards 2 on General Meetings.

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

**Saurabh Malhotra  
Managing Director**

Date: 14<sup>th</sup> September, 2018

Place: Mumbai



**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**  
**PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following explanatory statements sets out all material facts relating to the business mentioned in the accompanying notice for Item No. 1 to 3 dated 14<sup>th</sup> September, 2018 and shall be taken as forming part of the notice.

**Item No. 1: Sub-Division of Equity Shares:**

In order to improve the liquidity of the Company's shares and also increase the shareholders base on the stock market, it is proposed to sub-divide equity shares of the Company of face value of Rs. 10/- each into equity shares of face value of Re. 1/- each.

The Board of Directors recommends passing a Special Resolution set out in Item No. 1 of this Notice.

None of the Directors / Key Managerial Personnel / their relatives of the Company are concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company.

**Item No. 2: Alteration of the Capital Clause in the Memorandum of Association**

The proposed split of the face value of the Equity Shares of the Company of Rs. 10/- each into denomination of Re. 1/ each fully paid-up requires amendment to the Memorandum of Association of the Company. Accordingly Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 for reflecting the corresponding changes in the Authorized Share Capital of the Company.

The Board of Directors recommends passing a Special Resolution set out in Item No. 2 of this Notice.

None of the Directors / Key Managerial Personnel / their relatives of the Company are concerned or interested in the resolution, except to the extent of their respective shareholding, if any, in the Company.

**Item No. 3: Issue of Further Securities**

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Securities, as defined in the resolution by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may have constituted) at its absolute discretion including the discretion to determine the categories of investors to whom the issue, offer, and allotment of Securities shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the QIP (as defined herein below). This special resolution enables the Board to issue Securities for an aggregate amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores). This special resolution is an enabling resolution and therefore the proposal seeks to confer upon the Board (including a committee thereof) the absolute discretion to determine the terms of the QIP, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board or a committee thereof, in consultation with the advisors, lead managers and such other authorities as may be required, considering prevailing market conditions, practices and in accordance with the applicable provisions of law.

The Board shall issue Securities pursuant to this special resolution and the allotment of such Securities, in terms of the SEBI ICDR Regulations, shall be completed within twelve months from the date of this shareholders' resolution or such other time as may be permitted under the SEBI ICDR Regulations from time to time. The proceeds of the QIP shall be utilized for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates, repayment of debt, exploring acquisition opportunities and general corporate purposes. This special resolution seeks to empower the Board to issue Securities by way of a qualified institutions placement ("QIP") in one or more tranches, to any eligible Qualified Institutional Buyers ("QIBs"), Foreign Portfolio Investment (FPI) or any other placement as defined under the SEBI ICDR Regulations in accordance with Chapter VIII of the SEBI ICDR Regulations.

The pricing of the Securities that may be issued to QIBs, FPI or any other placement pursuant to the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with the SEBI ICDR



Regulations. Further, the Board including a duly constituted committee thereof, may, at its sole discretion, also offer a discount to the floor price at such percentage, as permitted under applicable law. Subject to applicable law, in the event that Equity Shares are issued to QIBs, FPI or any other placement by way of the QIP in terms of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or a committee thereof decides to open the QIP of Equity Shares. In the event the QIP entails an issuance of Securities other than Equity Shares, the relevant date for the purpose of pricing shall be either the date of the meeting in which the Board or a committee thereof decides to open the QIP or the date on which the holders of Securities other than Equity Shares become eligible to apply for Equity Shares, as may be determined by the Board or a committee thereof.

As the issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to the applicable provisions of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company.

The Board believes that the QIP is in the interest of the Company and, therefore, recommends the resolution of the accompanying Notice for your approval. The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors or members.

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

**Saurabh Malhotra  
Managing Director**

Date: 14<sup>th</sup> September, 2018  
Place: Mumbai





## SAKUMA EXPORTS LIMITED

CIN: L51909MH2005PLC155765

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

### ATTENDANCE SLIP

(To be presented at the Entrance)

Extra Ordinary General Meeting of the Company held on Tuesday, 23<sup>rd</sup> October, 2018 at 10.30 a.m. at Hall of Quest, Nehru Planetarium (Basement), Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018

Folio No.: ..... DP ID No.: ..... Client ID No.: .....

Name of the Member: ..... Signature: .....

Name of the Proxyholder: ..... Signature: .....

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



## SAKUMA EXPORTS LIMITED

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

### FORM NO. MGT – 11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L51909MH2005PLC155765
Name of the Company:	<b>SAKUMA EXPORTS LIMITED</b>
Registered Office:	Aurus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai – 400 013
Email ID:	<a href="mailto:companysecretary@sakumaexportsltd.com">companysecretary@sakumaexportsltd.com</a>
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		Or failing him	
	Signature			
2.	Name			
	Address			
	Email Id		Or failing him	
	Signature			
3.	Name			
	Address			
	Email Id		Or failing him	
	Signature			

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 23<sup>rd</sup> October, 2018 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.	Sub-Division of Equity Shares		
2.	Alteration of the Capital Clause in the Memorandum of Association		
3.	Issue of Further Securities		

Signed this ____ day of _____ 2018.	Affix revenue stamp
Signature of shareholder : _____ Signature of Proxy Holder (s): _____	

**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.