



SAKTHI SUGARS LIMITED



ANNUAL REPORT 2020-21

BUSINESS WITH VALUES

इश्वरवश्यायोगेवम कुर्या इश्वरी

The capacity to assume any form in the Universe is Kriya Sakthi(Power of action)



SAKTHI SUGARS LIMITED

CIN:L15421TZ1961PLC000396

REGISTERED OFFICE

Sakthinagar - 638 315
Bhavani Taluk, Erode District,
Tamilnadu
Phone : 04256 246241
Fax : 0422 2220574, 4322488
E-mail : shares@sakthisugars.com
Website : www.sakthisugars.com

CORPORATE OFFICE

180, Race Course Road
Coimbatore - 641 018
Tamilnadu
Phone : 0422 4322222, 2221551
Fax : 0422 2220574, 4322488
Email : shares@sakthisugars.com
Website : www.sakthisugars.com

AUDITORS

M/s. P K Nagarajan & Co
Coimbatore

MAIN BANKERS

Axis Bank Limited
Bank of India
Punjab National Bank

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Limited
"Surya", 35, May Flower Avenue
Behind Senthil Nagar
Sowripalayam Road, Coimbatore - 641 028
Phone & Fax : 91-422-2314792
E-mail : coimbatore@linkintime.co.in

DIRECTORS

Dr M MANICKAM
Chairman and Managing Director

Sri M BALASUBRAMANIAM
Managing Director

Sri M SRINIVAASAN
Joint Managing Director

Sri C RANGAMANI

Sri S S MUTHUVELAPPAN

Sri P K CHANDRAN

Sri N K VIJAYAN

Sri K V RAMACHANDRAN

Sri S CHANDRASEKHAR

Sri S BALASUBHRAMANIAN

Smt PRIYA BHANSALI

Sri ABHISHEK KUMAR
(Nominee of ARCIL)

Sri S BASKAR
Sr. Vice President &
Company Secretary

Sri C R SANKAR
Chief Financial Officer



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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses in respect of their holdings in demat form through their concerned Depository Participants. Members who hold shares in physical form are requested to log in to the website of the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd. www.linkintime.co.in, go to Investor Services Section and select "Email / Bank detail Registration", fill in the details and upload the required documents and submit.



NOTICE TO MEMBERS

Notice is hereby given that 59th Annual General Meeting of the Company will be held on Thursday, the 30th September 2021 at 11.00 a.m. through Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business:

1. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March 2021 and Notes thereon, and Reports of the Board of Directors and of the Auditors thereon be and are hereby adopted.”
2. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that Sri M.Balasubramaniam (holding DIN 00377053), who retires by rotation, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:
“RESOLVED that pursuant to the provisions of Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Sri M.Balasubramaniam (holding DIN 00377053), Director, be and is hereby appointed as Managing Director of the Company with substantial power of management, for a period of five years from 27th August 2021 without remuneration.”
“RESOLVED FURTHER that the directorship of Sri M.Balasubramaniam is liable to determination by retirement by rotation as per Section 152 of the Companies Act, 2013.”
“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to alter and vary the terms of appointment, including payment of remuneration in accordance with applicable provisions of the Companies Act 2013 and the Rules made thereunder.”
4. To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:
“RESOLVED that pursuant to the provisions of Section 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, Sri M.Srinivaasan (holding DIN 00102387), Director, be and is hereby appointed as Joint Managing Director of the Company with substantial power of management, for a period of five years from 27th August 2021 without remuneration.”
“RESOLVED FURTHER that the directorship of Sri M.Srinivaasan is liable to determination by retirement by rotation as per Section 152 of the Companies Act, 2013.”
“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to alter and vary the terms of appointment, including payment of remuneration in accordance with applicable provisions of the Companies Act 2013 and the Rules made thereunder.”
5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act 2013 read with the Rules made thereunder, the Company hereby ratifies the remuneration of Rs.5.50 lakhs for the financial year ending 31st March 2022 plus applicable tax thereon and reimbursement of out-of-pocket expenses payable to M/s.STR & Associates, Cost Accountants (Firm No.000029), Tiruchirapalli, who are appointed by the Board of Directors as Cost Auditors of the Company for the said financial year.”
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of Section 181 of the Companies Act 2013, permission be and is hereby accorded to the Board of Directors of the Company to donate/contribute a sum/sums in the aggregate upto Rs.20 lakhs during the financial year 2022-23 from out of the funds of the Company to bona fide charitable and other funds and for deserving causes and institutions.”

Coimbatore
27th August 2021

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

**Notes:**

1. In view of wide spreading of the Covid-19 pandemic, social distancing norms being followed and restriction on movement of persons, the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) had allowed conducting Annual General Meetings of companies through Video Conferencing/Other Audio Visual Means (VC/OAVM) during the calendar year 2020. Considering the continuing threat of Covid-19, MCA, vide General Circular No. 02/2021 dated 13.01.2021 read with circular No. 20/2020 dated 05.05.2020, Circular No. 14/2020 dated 08.04.2020 and Circular No. 17/2020 dated 13.04.2020 (collectively referred to "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/79 dated 12.05.2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021, have allowed companies to hold their AGMs through VC/OAVM till December 2021. Accordingly, the 59th Annual General Meeting ("AGM") of the Company is being conducted through VC/OAVM. The AGM does not require physical presence of members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since the AGM is being held through VC/OAVM pursuant to the MCA/SEBI Circulars and physical attendance of Members has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Companies Act 2013 (Act) will not be available for the AGM. However, institutional/corporate members may appoint their representatives in pursuance of Sections 112 and 113 of the Act, for the purpose of participation in the AGM through VC/OAVM and to exercise e-voting.
3. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. Link Intime India Private Limited will be providing their facility ('InstaMeet') for participation in the AGM through VC/OAVM and e-voting during the AGM, and for voting through remote e-voting ('InstaVote').
5. Members may join the AGM through VC/OAVM by following the procedure mentioned in Note No.27 herein below. The log-in provision for joining the meeting shall be kept open for the Members 30 minutes before the scheduled time for commencement of the AGM (i.e. from 10.30 a.m.) till 15 minutes after the commencement time of the AGM (i.e. upto 11.15 a.m.). Thereafter the log-in provision shall be deactivated.
6. Members may note that the VC/OAVM facility provided by Link Intime India Private Limited allows participation of not less than 1000 Members on first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served basis.
7. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the AGM is attached as Annexure-1. The Board of Directors of the Company at its meeting held on 13.8.2021 and 27.8.2021 considered the special business under Item Nos. 3 to 6 as unavoidable and are to be transacted at this AGM of the Company.
9. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations and Secretarial Standard on General Meetings (SS-2), relevant information on the Directors seeking appointment / reappointment at the Annual General Meeting is provided in Annexure-2.
10. Pursuant to Sections 124 and 125 of the Act (formerly Section 205A and 205C of the Companies Act 1956), all unclaimed dividends up to the financial year ended 31st March 1997 and for the financial years ended 30th June 2006 & 2007 which remained unclaimed for a period of seven years had been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not so far claimed their dividends for the said financial years are requested to forward their claims to IEPF Authority in the prescribed form by following the process mentioned in the IEPF Rules.
11. The Registers that are required to be made available at the Annual General Meeting for Members inspection will be available in electronic mode. Members can send an email for the purpose to shares@sakthisugars.com.
12. Notice and Annual Report are being sent electronically to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 27th August 2021.
13. The Notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that physical copy of the Notice and Annual Report will not be sent. The Notice of the AGM and the Annual Report will be available on the website of the Company at www.sakthisugars.com, on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) and also on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>).



14. In case the shareholder(s) has/have not registered his/her/their email address with the Company/RTA/Depositories, they are requested to register their email ID by following the steps given below:
 - a. In case of shareholders holding shares in physical form:

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

Kindly contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
15. Members can attend and participate in the AGM through VC/OAVM only.
16. The cut-off date (record date) for the purpose of determining the voting rights of the members is 23rd September 2021. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
17. The persons who have become members of the Company after 27th August 2021 and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date may contact the Company's Registrar and Share Transfer Agents, Link Intime India Private Limited through e-mail at "coimbatore@linkintime.co.in" and provide their e-mail ID and folio/client ID for sending the AGM Notice and the Annual Report electronically. The members can also download the AGM Notice and the Annual Report from the Company's website www.sakthisugars.com. Password for e-voting can be generated by the shareholders themselves by following the instructions for e-voting given in Note No.26 herein below.
18. Members holding shares in physical form are requested to notify the change, if any, in their address to the Company or the Registrars and Share Transfer Agents, Link Intime India Private Limited. Members holding shares in electronic form are requested to advise the change in their address to their Depository Participants.
19. As required under Section 108 of the Companies Act 2013 and Regulation 44 of the SEBI Listing Regulations, members are provided with remote e-voting facility and e-voting facility during the AGM for exercising their voting rights.
20. Sri M.D.Selvaraj, Proprietor, M/s. MDS & Associates, Company Secretaries, Coimbatore, has been appointed as Scrutinizer for conducting the remote e-voting and e-voting during the AGM in a fair and transparent manner.
21. The remote e-voting period begins on Monday, 27th September 2021 at 9.00 a.m. and ends on Wednesday, 29th September 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2021, may cast their vote electronically. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
22. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent by email from their registered email ID to the Scrutinizer's email address at mds@mdsassociates.in with copies marked to the Company at shares@sakthisugars.com and to its RTA at enotices@linkintime.co.in.
23. During the AGM, the Chairman shall inform about opening of e-voting facility on the platform of Link Intime India Private Limited to enable those Members who have not cast their vote and would like to cast their vote at the AGM. The Members who have already cast their vote by remote e-voting cannot vote again at the AGM.
24. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to attend and vote, unless the other joint holder is authorised in writing to do so.
25. Instructions for shareholder to register as speakers during the AGM through VC/OAVM (InstaMeet):

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, PAN, email ID, mobile number to shares@sakthisugars.com from 9.00 a.m on 25.09.2021 to 5.00 p.m. on 27.09.2021.

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

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



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

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

26. Instructions for remote e-voting electronically by shareholders (InstaVote):

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

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

Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

Login method for individual shareholders holding securities in demat mode/ physical mode is given below:

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



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

Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode & evoting service provider is LINKINTIME, have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members are having valid email address, password will be sent to his/her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.