



SAKTHI SUGARS LIMITED



**ANNUAL REPORT
2022 - 2023**

BUSINESS WITH VALUES

इवकार्ययोगिवाल क्रिया इक्थि

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

CORPORATE OFFICE

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

AUDITORS

M/s. P N Raghavendra Rao & Co
Coimbatore

MAIN BANKERS

Bank of India
Kotak Mahindra Bank Ltd
ICICI Bank Ltd

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 BALASUBRAMANIAN

Smt PRIYA BHANSALI

Sri V K SWAMINATHAN

KEY MANAGERIAL PERSONNEL

Dr S VELUSWAMY
President (Finance & Operations)
Chief Financial Officer

Sri S BASKAR
President &
Company Secretary



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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 61st Annual General Meeting of the Company will be held on Wednesday, the 23rd August 2023 at 11.30 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 2023 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.Srinivaasan (DIN 00102387), 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 resolution as a Special Resolution:
“RESOLVED that pursuant to the provisions of Section 196, 197 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(1C) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the members of the Company be and is hereby accorded for the re-appointment of Dr.M.Manickam (DIN 00102233) as Managing Director of the Company with substantial powers of management, for a further period of five years from 12th June 2023 to 11th June 2028 without remuneration and to continue to hold such position even after attaining the age of 70 years.”
“RESOLVED FURTHER that the directorship of Dr.M.Manickam is liable to determination by retirement by rotation as per Section 152 of the Act.”
4. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act 2013 ('Act') and the Rules made thereunder, Sri V.K.Swaminathan (DIN 00210869), who was appointed by the Board as Additional Director to hold office upto the date of the 61st Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for appointment as Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”
5. To consider and, if thought fit, to pass the following resolution as a Special Resolution:
“RESOLVED that pursuant to Section 185 and other applicable provisions, if any, of the Companies Act 2013 ('Act') and the Rules made thereunder, as amended from time to time, provision of security by way of mortgage on the immovable properties at 180 Race Course Road, Coimbatore, and at St. Mary's Road, Chennai, and provision of corporate guarantee by the Company in favour of Kotak Mahindra Bank Limited to secure the loans aggregating to Rs.90.00 crores (Rupees ninety crores only), availed/to be availed by ABT Limited, a related party in which some of the Directors of the Company are interested, be and is hereby approved and ratified.”
6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to Regulation 23(4) and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act'), read with the corresponding rules, if any, as amended from time to time, approval of the Members of the Company be and is hereby accorded for entering into and/or carrying out transactions and/or continuing with the existing transactions/contracts/arrangements with ABT Limited, a related party in which certain Directors of the Company are interested, for purchase and sale of goods, rendering and receipt of services, payment of interest and other transactions, the details of which are mentioned in the explanatory statement to this Notice, during the financial year ending 31st March 2024 for an aggregate value upto Rs.260 crores in respect of the aforesaid transactions that may take place during the course of its business on arm's length basis, together with the value of the transactions already made/proposed to be made with ABT Limited during the financial year 2023-24.”
“RESOLVED FURTHER that the Board of Directors of the Company, including any Committee of the Board, be and is hereby authorized to decide on the nature of transactions and to make/execute all such arrangements, agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions and to delegate such authority to any Director or officer of the Company and to do all such acts deeds, matters and things as they may deem fit in their absolute discretion to give effect to this resolution and for the matters connected therewith or incidental thereto.”
7. 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.5.00 lakhs plus applicable tax thereon and



reimbursement of out-of-pocket expenses payable for the financial year ending 31st March 2024 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.”

8. To consider and, if though 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 or such sum/sums as permissible under the said Section, whichever is higher, during the financial year 2024-25 from out of the funds of the Company to bona fide charitable and other funds and for deserving causes and institutions.”

By Order of the Board

S Baskar

President & Company Secretary

Coimbatore
10th June 2023

Notes:

1. As per the relevant circulars of the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) regarding holding of Annual General Meetings through VC/OAVM and in compliance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this 61st Annual General Meeting (“AGM”) of the Company is being conducted through Video Conference / Other Audio Visual Means (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 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 (the Act) will not be available for the AGM. However, institutional/ corporate members may appoint their representatives in pursuance of Section 112 and Section 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 login 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 11.00 a.m.) till 15 minutes after the commencement time of the AGM (i.e. upto 11.45 a.m.). Thereafter the login 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. The Board of Directors of the Company at its meeting held on 10.06.2023 considered the special business under Item Nos. 3 to 8 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.
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 is available on the website of the Company (www.sakthisugars.com) and also at the Registered Office of the Company during the office hours on all working days till the date of the AGM.
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 21st July 2023.



13. The Notice of the AGM along with the Annual Report for the financial year 2022-23 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, except to those members who request for the same. 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 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 login to the website of the Company's Registrar and Share Transfer Agent, Link Intime India Private Ltd., 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 Wednesday, 16th August 2023. 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 21st July 2023 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 16th August 2023 (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 together with a proof 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, Managing Partner, M/s. MDS & Associates LLP, 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 Sunday, 20th August 2023 at 9.00 a.m. and ends on Tuesday, 22nd August 2023 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 16th August 2023, 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 shareholders to speak during the AGM through InstaMeet:**
 - i. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the email id 'shares@sakthisugars.com'.
 - ii. Shareholders will get confirmation on first cum first basis.
 - iii. Shareholders will receive "speaker serial number" once they mark attendance for the meeting.
 - iv. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.



- v. Please remember the speaker serial number and when called upon to speak, start the conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management announced the name and serial number of the speaker.

26. Instructions for remote e-voting electronically by shareholder (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.
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.



<p>Individual shareholders (holding securities in physical mode) & evoting service provider is Link Intime.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> • Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol 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). 2. Click on 'Login' under 'SHAREHOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/ Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
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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 Link Intime, have forgotten the password:

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

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

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