

76th
Annual Report
2019-20



THE SUKHJIT
STARCH AND CHEMICALS
LIMITED

EVOLVING WITH NATURE



THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA

BOARD OF DIRECTORS

Smt. Manjoo Sardana - Chairperson

S. Ranbir Singh Seehra

Smt. Ruby Agrawal

Sh. Vikas Uppal

Smt. Shalini Umesh Chablani

Sh. K.K. Sardana - Managing Director

Sh. M.G. Sharma - Executive Director (Fin) & CFO

BANKERS

Punjab National Bank

G.T. Road, Phagwara-144 401.

AUDITORS

M/s VSAP & Associates

Chartered Accountants

Street No. 1, Patel Nagar,

Banga Road, Phagwara-144 401.

REGISTERED OFFICE

Sarai Road, Phagwara

Distt. Kapurthala, Punjab-144 401

CIN : L15321 PB1944 PLC001925

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Skyline Financial Services (Pvt.) Ltd.

D-153A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110 020

Tel. : 011-26812682, 83

Fax : 011-26812684



NOTICE

NOTICE is hereby given that the 76th Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Thursday, the 13th day of August, 2020 at 10.00 A.M. in Blood Bank Bhawan, 1st Floor Hall, Guru Hargobind Nagar, Phagwara to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report, Audited Balance Sheet and Profit & Loss Account for the year ended 31.03.2020.
2. To declare dividend on the Equity Shares for the year ended 31.03.2020.
3. To appoint Director in place of Sh. Kuldip Krishan Sardana (DIN: 00398376) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Auditors for a further period of 1 year i.e. from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting as per the provisions of the Companies Act, 2013 and to fix their remuneration.

SPECIAL BUSINESS

5. 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 section 149, 150, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Sh. Vikas Uppal (DIN: 00796828), as a Non Executive Independent Director of the Company w.e.f. 21st January, 2020 to hold office for a period of 5 years i.e upto 20th January, 2025".
6. 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 section 149, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Smt. Shalini Umesh Chablani (DIN No. 00885883), as a Non Executive Director of the Company w.e.f. 21st January, 2020 to hold office for a period of 3 years i.e upto 20th January, 2023".
7. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution :
"RESOLVED THAT pursuant to the provisions of section 149, 150, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Sh. Tarsem Singh Lally (DIN: 00381009) as a Non- Executive Independent Director of the Company for a period of three years i.e. upto 12th August, 2023".



8. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution:-

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be required, the consent of the shareholders of the Company be and is hereby accorded for effecting the following alterations in the Articles of Association (the 'AOA') of the Company by deleting following clause :

To delete (retrospectively, since the date of applicability of the Companies Act, 2013) the existing clause no. 74 of the Articles of Association of the Company, reading as:-

"The qualification of a Director, other than an ex-officio and Technical Director, if any, shall be the holding of, in his own name or jointly with any person whether beneficially or as a trustee for any Company or person or otherwise, ordinary share in the Company of the nominal value of rupees five thousand".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts/deeds/things as may be deemed necessary to give effect to this resolution.

9. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2021, by passing with or without modification(s) the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration fixed by the Board of Directors payable to the Cost Auditors for conducting the audit of cost records of the Company for the financial year ending March 31, 2021, be and is hereby ratified".

By Order of the Board
Sd/-

AMAN SETIA

Vice President (Finance)
& Company Secretary

Place : Phagwara.

Dated : 12th June, 2020

EXPLANATORY STATEMENT(S) OF ITEM NO. 5 TO 9 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 5

Sh. Vikas Uppal, a renowned industrialist, has been appointed by the Board as an Additional Non Executive Independent Director to hold office till the conclusion of this Annual General Meeting and requires the approval of shareholders in the AGM for his regularization as the Non-Executive Independent Director of the Company.

Sh. Vikas Uppal is having vast experience of over three decades in manufacturing administration, management and commercial fields. He is Chairman of M/s Opal Engines Pvt. Ltd., Director of M/s. GNA Axles Ltd. and M/s Sukhjit Mega Food Park & Infra Ltd.

In terms of Section 149, 150, 152 and any other applicable provision of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations,



2015, he is being appointed as Independent Director for a period of 5 years and shall not be liable to retire by rotation.

The Independent Director has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as Independent Director of the Company.

In opinion of the Board, the Independent Director proposed to be appointed fulfill all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the Management. The terms and conditions of appointment of the independent director are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

The Board considers that his association would be of immense benefit to the Company. Accordingly, the Board recommends the appointment of Sh. Vikas Uppal proposing to pass the resolution set out in item no. 5. Save and except Sh. Vikas Uppal and his relatives to the extent of their shareholding interest, if any, in the company with regard to his appointment, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

ITEM NO. 6

Smt. Shalini Umesh Chablani has also been appointed by the Board as an Additional Non Executive Director to hold office till the conclusion of this Annual General Meeting and requires the approval of shareholders in the AGM for her regularization as the Non-Executive Director of the Company. Smt. Shalini Umesh Chablani has rich corporate exposure and commercial expertise. Her induction of the Board, she will further strengthen the composition of the Board.

She being a Non- Executive Director shall be liable to retire by rotation. She will be paid sitting fee, reimbursement of travelling expenses and commission on profits, as payable to other Non-Executive Directors of the Company, as per the rules of the Company and in consonance with the provisions of the Companies Act, 2013 read with rules made thereunder as amended time to time.

Smt. Shalini Umesh Chablani is Commerce Graduate from Lady Shriram College of commerce, Delhi and has a sound professional background. She brings with her diverse experience and skills in various fields which will further strengthen the composition of the Board of Directors of the Company.

She is Director of Tea-Ma Consortium India Ltd. & Britannia Sales & Services Pvt. Ltd. & holds 87,514 shares of the Company.

Save and except Smt. Shalini Umesh Chablani and her relatives to the extent of their shareholding interest, if any, in the company with regard to her appointment, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

ITEM NO. 7

The Company has received a notice u/s 160 of the Companies Act, 2013 from a shareholder along with a necessary deposit, as required under the provisions of the Act, proposing the candidature of Sh. Tarsem Singh Lally as a Non-Executive Independent Director of the Company. The Company has also received his consent to act as a Director of the Company u/s 152(5), Notice of Interest u/s 184 (1) and requisite declarations that he is not disqualified for being appointed as Independent Director of the Company in terms of Section 164 of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not related to any of the Directors of the Company under the provisions of the section 2(77) of the



Companies Act, 2013. His appointment will be made for a period of 3 years i.e. upto 12th August, 2023 and he shall not be liable to retire by rotation as per the provisions of the act.

Sh. Tarsem Singh Lally is Engineering Graduate and an experienced entrepreneur with sound business background. He has lifelong commercial/ technical experience of over 45 years in various fields to his credit. He is director of many companies like:

- Lally Motors India PVT. Ltd.
- Lally Motors Services Pvt. Ltd.
- Lally Hotels Pvt. Ltd.
- Dee Aar Finance & investment Pvt. Ltd.
- Lally Motors Pvt. Ltd.
- Prince Bus & Transport Co. Ltd.
- Prestige Protection Services Pvt. Ltd.
- Lally Performance Cars Pvt. Ltd.
- Gautam Iron Mills Pvt. Ltd.
- Sukhjit Mega Food Park & Infra Ltd.

He brings with him decades long expertise and will strengthen the composition of the Board of the Company. He, being 75 years of age, requires special resolution to be passed in the General Meeting for his appointment as per the provisions of the Act read with rules thereafter & SEBI (LODR) Regulations, 2015. Hence, this resolution has been proposed as a special resolution.

In opinion of the Board, the Independent Director proposed to be appointed fulfill all the conditions specified in the Companies Act, 2013 and the rules made thereunder and are independent of the Management. The terms and conditions of appointment of the independent director are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

He will be paid sitting fee, reimbursement of travelling expenses and commission on profits, as payable to other Independent Directors of the Company, as per the rules of the Company and in consonance with the provisions of the Companies Act, 2013 read with rules made thereunder as amended time to time.

Save and except Sh. Tarsem Singh Lally and his relatives to the extent of their shareholding interest, if any, in the company with regard to his appointment, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item no. 7.

ITEM NO. 8

The Articles of Association of your company under clause 74 requires holding of qualification shares by the Directors including Independent Directors. The provisions of the Companies Act, 2013 do not provide for any such holding of qualification shares by the Directors. The Board of Directors have, therefore, approved the deletion of the said clause of AOA subject to the approval of the shareholders. The deletion of the said clause/ amendment of AOA will make the articles in conformity with the provisions of the Companies Act, 2013 for holding qualification shares.

The Board, thereof recommends the said Special Resolution for approval of the Members.

A copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 10.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents shall also be available for inspection at the AGM.



ITEM NO. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Khushwinder Kumar & Associates as the cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors i.e. Audit fee of ₹ 80,000/- (as per Previous Year) plus applicable taxes and reimbursement of travelling/other out of pocket expenses (if any), for the financial year ending March 31, 2021 by passing an Ordinary Resolution as set out at Item No. 8 of the Notice. None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

NOTES :

1. **The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories / SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.** Entry to the venue will be made on 'first come first basis' according to the maximum permissible limit for a gathering at a place (presently fifty) as per the lock down restrictions prevailing at that time.
2. **A MEMBER ENTITLED TO ATTEND AND A VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members intending to seek any clarification on the accounts, in the meeting, are requested to inform the company at least seven days in advance from the date of the Annual General Meeting. **In consonance with the MCA circulars and the SEBI circular dated May 12, 2020, in view of COVID-19 pandemic, the notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The members, who have not registered their E-mail IDs with the company are once again requested to kindly register / update their e-mail IDs by following the below mentioned link :**

<https://www.sukhjitgroup.com/registration/formpage.html>

Members may note that the said Notice and the Annual Report will also be available on the Company's website www.sukhjitgroup.com and on the website of the Bombay Stock Exchange (BSE) www.bseindia.com.

4. Members may note that the provisions of TDS have been made applicable to the payment/distribution of Dividend w.e.f. 1st April, 2020. The Company shall, therefore, be required to deduct tax at source (TDS) at the time of making the payment of final dividend.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed Rs. 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil deduction of Tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

The aforementioned documents are required to be submitted at admin@skylinerta.com and/or vipan@sukhjitgroup.com by the shareholders and should reach us on or before 31st July, 2020. Any communication may not be entertained after 31st July, 2020 in this regard.



5. The details of the directors seeking appointment/re-appointment as required by Regulation 26(4) & 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as "Annexure 1". The Board of Directors has recommended all the proposed appointments/re-appointments of the Directors.
6. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail IDs by sending written request to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents / all communications including Annual Reports, Notices, circulars etc. in electronic form.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from 08.08.2020 to 13.08.2020 (both days inclusive).
8. Members holding shares in physical form, are requested to notify any change in their bank accounts, addresses and E-mail IDs etc. immediately to the Registrar-cum-Share Transfer Agents of the Company and members holding shares in Demat form, should furnish the said particulars to their respective Depository Participants.
9. Members are hereby informed that, Dividends which remain unclaimed / unencashed for over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act.
10. Members, who have not en-cashed their dividend warrants for Interim and Final Dividend for the financial year 2012-2013, 2013-14, 2014-15, Interim Dividend 2015-16, 2016-17, 2017-18 & 2018-19 may approach the company for revalidation of the original dividend warrants or for obtaining duplicate dividend warrants. The unpaid / unclaimed amount will be deposited in the Investors Education and Protection Fund as per the schedule given below :

Dividend for Financial Year	Date of Declaration	Due date for Deposit
2012-2013	06.08.2013	05.08.2020
2013-2014	29.07.2014	28.07.2021
2014-2015	29.07.2015	28.07.2022
2015-2016 (Interim Dividend)	11.03.2016	10.03.2023
2016-2017	27.07.2017	26.07.2024
2017-2018	08.08.2018	07.08.2025
2018-2019 (Interim Dividend)	06.02.2019	05.02.2026

11. Members holding shares in single name and physical form are advised to make nomination in respect of their share-holding in the Company. Every person, who becomes the nominee under the provision of the Act, may upon the production of such an evidence, as may be required by the Board, elect either to get himself registered as the holder of the securities or to make such transfers as the case may be, as the deceased holder could have made.
12. The Securities & 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 notify their PANs to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PANs to the Company / RTA.
13. (a) In accordance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to transact through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The Company has engaged the services of National Securities



Depository Ltd. (NSDL) to provide e-voting facilities and enable the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period :-

Commencement of e-voting : From 9.00 A.M. on 10th August, 2020

End of e-voting : Upto 5.00 P.M. on 12th August, 2020

E-voting shall not be allowed beyond 5.00 P.M. on 12th August, 2020. During E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut off date, may cast their vote electronically. The cutoff date of e-voting is 7th August, 2020. The date of determination of shareholders for the purpose of communicating the notice is 10th July, 2020.

- (b) **'Voting by electronic means'** or 'electronic voting system' means a '**secured system**' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate '**cyber security**'.

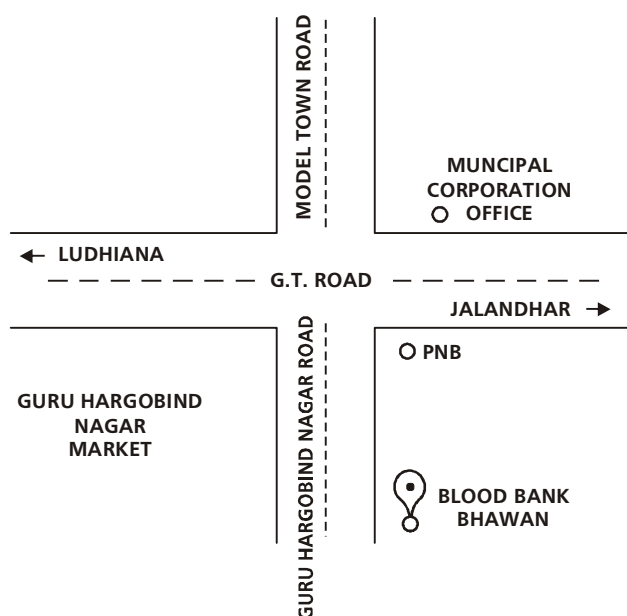
It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

Process / Manner of e-voting - For the Shareholders :

The detailed instructions for E-voting have been given separately in the attached format for E-voting. In case of any queries, you may refer the frequently asked questions (FAQs) - 'Shareholders and e-voting user manual' - available at the downloads section of www.evoting.nsdl.com.

- (c) Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail. **The members, who have not registered their e-mail IDs with the company are once again requested to kindly register / update their e-mail IDs by following the below mentioned link :**
<https://www.sukhjitgroup.com/registration/formpage.html>
- (d) The Company has appointed Mr. Parminder Singh Rally, Practicing Company Secretary, Membership No.6861, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

Route Map to the venue of the AGM





DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Sh. Vikas Uppal	Smt. Shalini Umesh Chablani	Sh. Tarsem Singh Lally	Sh. Kuldip Krishan Sardana
DIN	00796828	00885883	00381009	00398376
Date of Birth	29.07.1964	30.07.1963	17.09.1944	02.02.1948
Age	55	56	75	72
Date of first appointment on the Board	21.01.2020	21.01.2020	13.08.2020	01.09.1990
Qualifications	B.E. (Mechanical)	B.Com (Hons.)	B.E. (Mechanical)	B.A.
Experience and Expertise	Over 30 years	Over 25 years	Over 45 years	Over 45 years
Number of Meetings of the Board attended during the year	One	One	–	Five
List of Directorship of other Board	<ul style="list-style-type: none"> • GNA Axles Ltd. • Opal Engines Pvt. Ltd. • Sukhjit Mega Food Park & Infra Ltd. 	<ul style="list-style-type: none"> • Tea-Ma Consortium India Ltd. • Britannia Sales and Services Pvt. Ltd. 	<ul style="list-style-type: none"> • Lally Motors India Pvt. Ltd. • Lally Motors Services Pvt. Ltd. • Lally Hotels Pvt. Ltd. • Dee Aar Finance & Investment Pvt. Ltd. • Prince Bus & Transport Co. Ltd. • Prestige Protection Services Pvt. Ltd. • Lally Performance Cars Pvt. Ltd. • Gautam Iron Mills Pvt. Ltd. • Sukhjit Mega Food Park & Infra Ltd. 	<ul style="list-style-type: none"> • Scott Industries Ltd. • Sukhjit Mega Food Park & Infra Ltd.
List of Membership / Chairmanship of Committees of other Board	Chairman of Nomination & Remuneration Committee and member of Audit Committee of Sukhjit Mega Food Park & Infra Ltd.	Member of Audit Committee of Tea-Ma Consortium India Ltd.	Chairman of Audit Committee of Sukhjit Mega Food Park & Infra Ltd.	Member of Audit Committee & Nomination & Remuneration Committee of Sukhjit Mega Food Park & Infra Ltd.