

*78th*  
*Annual Report*  
*2021-22*



THE SUKHJIT  
STARCH AND CHEMICALS  
LIMITED

EVOLVING WITH NATURE



# **THE SUKHJIT STARCH & CHEMICALS LIMITED, PHAGWARA**

## **BOARD OF DIRECTORS**

Smt. Manjoo Sardana - Chairperson  
Sh. K.K. Sardana - Managing Director  
Sh. Tarsem Singh Lally  
S. Ranbir Singh Seehra  
Sh. Saravjit Singh Hothi  
Sh. Vikas Uppal  
Smt. Shalini Umesh Chablani  
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

---

## **ANNUAL REPORT & ACCOUNTS 2021-2022**

---



## TABLE OF CONTENTS

Contents	Page No.
Notice .....	5
Managing Director's Speech .....	17
Performance Charts / Graphs .....	20
Directors' Report .....	26
Annexures to the Directors' Report .....	36
Certificate by Secretarial Auditors .....	89
Declaration by the Managing Director .....	90
Certificate of Compliance from Auditors .....	90
Managing Director / CFO Certificate .....	91
Auditors' Report on Standalone Financial Statements .....	92
Standalone Financial Statements .....	103
Auditors' Report on Consolidated Financial Statements .....	134
Consolidated Financial Statements .....	142



## **NOTICE**

NOTICE is hereby given that the 78th Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Friday, the 12th day of August, 2022 at 10.00 A.M. at the Registered Office of the Company at Phagwara to transact the following business :-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Financial Statements for the year ended 31.03.2022.
2. To appoint Director in place of Sh. Kuldip Krishan Sardana (DIN: 00398376) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors by passing with or without modification(s) the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of section 139 and any other applicable provision of The Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Y K Sud & Company, Chartered Accountants (FRN 000047N), be and are hereby appointed as Auditors of the company in place of the retiring auditors M/s VSAP & Associates, Chartered Accountants (who complete their term on the conclusion of this AGM u/s 139(2) of the Act) to hold office from the conclusion of this Annual General Meeting till the conclusion of the 83rd Annual General Meeting, at such remuneration, as may be mutually agreed between the Board and the Auditors."

### **SPECIAL BUSINESS**

4. 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, 152, 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), the consent of the members be & is hereby granted to the re-appointment of Smt. Shalini Umesh Chablani (DIN No. 00885883), as a Non Executive Director of the Company w.e.f. 20th January, 2023 to hold office upto 30th August, 2026".

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 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the members be and is hereby granted to increase/ revise the salary of Shri Dhiraj Sardana, Sr. Vice President & CEO Unit(s) of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Dhiraj Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Dhiraj Sardana, within the overall limits, if any, prescribed under the Act / Rules."



6. 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 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the consent of the members be and is hereby granted to increase/ revise the salary of Shri Bhavdeep Sardana, Sr. Vice President & CEO Unit(s) of the Company as per particulars given in the Explanatory Statement annexed hereto.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to effect such modification(s) in the remuneration of Shri Bhavdeep Sardana as per the provisions of the Act and as may be agreed to between the Board of Directors and Shri Bhavdeep Sardana, within the overall limits, if any, prescribed under the Act/ Rules."

7. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2022, 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, 2023, be and is hereby ratified".

Place : Phagwara.

Dated : 8th July, 2022

By Order of the Board  
Sd/-

**AMAN SETIA**

Vice President (Finance)  
& Company Secretary

## **EXPLANATORY STATEMENT(S) OF ITEM NO. 4 TO 7 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

### **ITEM NO. 4**

Smt. Shalini Umesh Chablani was appointed as a Non Executive Director of the Company w.e.f. 21/01/2020 for a period of 3 years, with the necessary approval of the shareholders in the General Meeting. As her existing tenure expires on 20/01/2023, the Board of Directors has recommended her re-appointment w.e.f. 20/01/2023 upto 31/08/2026. The Board requires the shareholder's approval for her re-appointment as a Non Executive Director of the Company.

Smt. Shalini Umesh Chablani is Commerce Graduate from Lady Shriram College of commerce, Delhi and has a sound professional background. She has to her credit diverse corporate exposure and commercial expertise / skills in various fields. She is a Director of Tea-Ma Consortium India Ltd. & Britannia Sales & Services Pvt. Ltd. Her continuance as a member of the Board will strengthen the composition of the Board. She holds 94,814 shares of the Company.

She has confirmed that she 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/ reappointed as a Director of the Company.



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 & as approved by the shareholders in consonance with the provisions of the Companies Act, 2013 read with rules made thereunder as amended from time to time.

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 re-appointment, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution.

#### ITEM NO. 5

Shri Dhiraj Sardana was appointed as Vice President (Operations) of Malda Unit of the Company with effect from 1/4/2005 & his appointment was duly approved by the Shareholders in the Annual General Meeting as per provisions of section 314 of The Companies Act, 1956.

Shri Dhiraj Sardana is B.B.A. in Business & Finance from a leading University of U.K. At Malda he strongly improved the Management functions of the Unit raising its productivity, efficiency and profitability considerably. Presently, he is involved in the development of the export market and is looking after the exports of the company's products from all units of the Company. He is also looking after the commercial functions of the company including sourcing of imported machinery & stores / consumables, required from time to time for the modernisation of the units of the company. He has played a key role in the successful commissioning and operationalization of the new maize processing facility of the Company, set up at Phagwara in the state of Punjab. Further, he is also a member of the Board of Directors of The Sukhjit Mega Food Park & Infra Ltd., which is a wholly owned subsidiary of the Company and does not draw any remuneration from the subsidiary.

His salary was last revised in the pay scale of ₹ 2,50,000/- to ₹ 5,00,000/- p.m. (with annual increment as the Board may deem fit as per the rules of the Company) with usual perks as applicable to Senior Executives of the Company with due approval of the shareholders in the Annual General Meeting held on 29/07/2014. Since then, the operations of the Company have increased substantially and his present salary does not commensurate with the level of responsibilities being shouldered by him. The approval of shareholders is required under the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 for upward revision in his salary. The Board, therefore, in the overall interest and future growth of the Company, recommends the revision in his remuneration as under :

- I) Salary / allowances in the pay scale of ₹ 5,00,000/- to ₹ 15,00,000/- p.m. (with annual increment as the Board may deem fit as per the rules of the Company),
- II) Variable incentives / commission, as may be decided by the Board of Directors of the Company from time to time, subject to a maximum of half percent of the net profits,
- III) Usual perks as applicable to other Senior Executives of his level i.e. :
  1. Free accommodation with reasonable furnishing as per rules of the company.
  2. Benefits of Provident Fund, Superannuation fund and group gratuity scheme as per rules of the company from time to time.
  3. Facilities of medical re-imbursement, leave travel assistance and company's car, telephone subject to a condition that cost of personal journey and personal telephone calls will be recoverable from him on an actual basis. Any change in the terms may be made as agreed to by the Board of Directors and Shri Dhiraj Sardana.
  4. Personal accident insurance and mediclaim insurance policies as per rules of the company.

None of the Directors except Smt. Manjoo Sardana, being mother of Shri Dhiraj Sardana is concerned or interested in the resolution.



**ITEM NO. 6**

Shri Bhavdeep Sardana was appointed as Vice President (Operations) of Nizamabad Unit of the Company with effect from 1/1/2005 & his appointment was duly approved by the Shareholders in the Annual General Meeting as per provisions of section 314 of The Companies Act, 1956.

Shri Bhavdeep Sardana is Master's in Business Administration from Durham University (UK) and Bachelors in Science (Hons) in Chemistry with Chemical Engineering, Northumbria University (UK). At Nizamabad, he played a vital role in improving the productivity & efficiency of the plant, while working as Vice President (Operations) of the Unit and thereafter, he played a key role in the commissioning and successful running of Gurplah Unit of the Company. He actively contributed in setting up the new maize processing unit & the Mega Food Park at Phagwara in the state of Punjab including obtaining the statutory permissions from various Government Departments and the Ministry of Food Processing Industries, Government of India. He looks after operational & commercial functions of the units including the sales of Company's products to big corporates & MNCs. Further, he is also a member of the Board of Directors of The Sukhjit Mega Food Park & Infra Ltd., which is a wholly owned subsidiary of the Company and does not draw any remuneration from the subsidiary. He is former chairman of CII (Punjab) and has remained a member of the Punjab Planning Board under the Chairmanship of Hon'ble Chief Minister Punjab besides being a member of other State Government bodies.

His salary was last revised in the pay scale of ₹ 2,50,000/- to ₹ 5,00,000/- p.m. (with annual increment as the Board may deem fit as per the rules of the Company) with usual perks as applicable to Senior Executives of the Company with due approval of the shareholders in the Annual General Meeting held on 29/07/2014. Since then, the operations of the Company have increased substantially and his present salary does not commensurate with the level of responsibilities being shouldered by him.

The approval of shareholders is required under the provisions of section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 for upward revision in his salary. The Board, therefore, in the overall interest and future growth of the Company, recommends the revision in his remuneration as under :

- I) Salary/ allowances in the pay scale of ₹ 5,00,000/- to ₹ 15,00,000/- p.m. (with annual increment as the Board may deem fit as per the rules of the Company),
- II) Variable incentives / commission, as may be decided by the Board of Directors of the Company from time to time, subject to a maximum of half percent of the net profits,
- III) Usual perks as applicable to other Senior Executives of his level i.e. :
  1. Free accommodation with reasonable furnishing as per rules of the company.
  2. Benefits of Provident Fund, Superannuation fund and group gratuity scheme as per rules of the company from time to time.
  3. Facilities of medical re-imbursement, leave travel assistance and company's car, telephone subject to a condition that cost of personal journey and personal telephone calls will be recoverable from him on an actual basis. Any change in the terms may be made as agreed to by the Board of Directors and Shri Bhavdeep Sardana.
  4. Personal accident insurance and mediclaim insurance policies as per rules of the company.

None of the Directors except Shri K.K. Sardana, being father of Shri Bhavdeep Sardana is concerned or interested in the resolution.

**ITEM NO. 7**

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, 2023.





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 ₹ 60,000/- plus applicable taxes and reimbursement of travelling/other out of pocket expenses (if any), for the financial year ending March 31, 2023 by passing an Ordinary Resolution as set out at Item No.7 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 above resolution.

**NOTES :**

1. **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.**
2. Authorised Representatives of the corporate members intending to participate in the AGM pursuant to section 113 of the Act, are requested to send to the company an email at: [cssukhjit@gmail.com](mailto:cssukhjit@gmail.com), a certified copy of the relevant Board Resolution/ Authority Letter etc. authorizing them to attend 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/ SEBI circular dated May 12, 2020 and MCA general circular no. 02/2020 dated January 13, 2021 / SEBI circular no. 11 dated January 15, 2021, in view of COVID-19 pandemic, the notice of the AGM along with the Annual Report for the financial year 2021-22 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/email-registration>  
**Members may note that the said Notice and the Annual Report will also be available on the Company's website [www.sukhjitgroup.com](http://www.sukhjitgroup.com) and on the website of the Bombay Stock Exchange (BSE) [www.bseindia.com](http://www.bseindia.com).**
4. 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 Standard-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as "Annexure1". The Board of Directors has recommended all the proposed appointments/re-appointments of the Directors.
5. 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.
6. Members may please note that SEBI vide its circular dated January 25, 2022 has mandated the listed companies to issue securities in DEMAT form only while processing service requests viz issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available at company's website at <https://www.sukhjitgroup.com/>





form-isr-4 and on the website of the Skyline Financial Service Pvt. Ltd. at <https://www.skylinerta.com/>. It may be noted that any service request can be processed only after the folio is KYC complaint.

7. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer/ transmission/ transposition shall be processed only in DEMAT form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to Dematerialize the shares held by them in physical form. Members can contact the company or Skyline Financial Services Pvt. Ltd, for assistance in this regard.
8. As per the provisions of section 72 of the Act and SEBI circular, the facility for making nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form SH-13 to the RTA in case of shares held in physical form. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the company's website. Members are requested to submit the said details to their DP in case the shares are held by them in DEMAT Form.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from 06.08.2022 to 12.08.2022 (both days inclusive).
10. The facility of remote E-voting is being provided to the members to cast their votes in regard to the above resolutions. The members, holding shares either in physical form or in demat form, as on the **Cut-Off date** of August 5, 2022 (end of business hours), may cast their vote by e-voting. Any person who acquires shares of the company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date for e-voting, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote-e-voting then he/she can use his/her existing user ID and password for casting the vote.
11. 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-ShareTransfer Agents of the Company and members holding shares in Demat form, should furnish the said particulars to their respective Depository Participants.
12. 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 & Rules thereunder.
13. Members, who have not en-cashed their dividend warrants for Interim Dividend 2015-16, 2018-19 & 2021-22 and Final Dividend for the financial year 2014-15, 2016-17, 2017-18, 2019-20, 2020-21, 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
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
2019-2020	13.08.2020	12.08.2027
2020-2021	06.08.2021	05.08.2028
2021-2022 (Interim Dividend)	11.02.2022	10.02.2029



14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Every person, who becomes the nominee under the provisions 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.
15. 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.
16. The Company has appointed M/s P.S. Rally & Associates, Practicing Company Secretary, Membership No. 6861, as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

#### Procedure for remote E-Voting for AGM

1. The e-voting period commences on Tuesday, August 9, 2022 (9:00 am) and ends on Thursday, August 11, 2022 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off date** of August 5, 2022 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. **Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.**
2. The voting rights of the members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the **Cut-Off Date i.e. August 5, 2022.**
3. The Scrutinizer, after scrutinizing the votes cast at the AGM & through e-voting, will not later than 48 hours from the conclusion of the AGM, make a consolidated scrutiniser's report and submit the same to the Chairperson/Managing Director or a person authorized by him in writing. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company-[www.sukhjitgroup.com](http://www.sukhjitgroup.com) and on the website of NSDL. The results shall be simultaneously communicated to the Bombay Stock Exchange.
4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed.
5. The Company has engaged the services of M/s. National Securities Depository Limited (NSDL) as the Agency to provide e-voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER :-

The remote e-voting period begins on Tuesday, August 9, 2022 (9:00 a.m. IST) and ends on Thursday, August 11, 2022 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 5, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 5, 2022.

#### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps' which are mentioned below :

##### Step 1 : Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to 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 in order to access e-Voting facility.