



Sakthi Sugars Limited

SL/SE/392/2016

14.5.2016

BSE LIMITED
25TH Floor,
P.J.Towers
Dalal Street
MUMBAI – 400 001

THE NATIONAL STOCK EXCHANGE OF
INDIA LIMITED
Exchange Plaza, 5th Floor,
Plot No.C/1, G-Block,
Bandra Kurla Complex,
Bandra (East), MUMBAI – 400 051

Dear Sirs,

Sub: Postal Ballot Notice

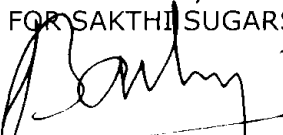
Ref: Our letter No. SL/SE/604/2016 dated 2.5.2016

Further to our letter referred above, we attach herewith printed copy of the postal ballot notice sent to members of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
FOR SAKTHI SUGARS LIMITED


Chief Financial Officer &
Company Secretary



SAKTHI SUGARS LIMITED

Regd. Office : Sakthinagar - 638 315, Bhavani Taluk, Erode District, Tamil Nadu

Phone : 0422 - 4322 222, 2221551 Fax : 0422 2220574, 4322488

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

To

The Members,

Notice is hereby given that the following resolutions are circulated for approval of the members of the Company to be accorded by Postal Ballot in accordance with Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:

1. Increasing the Authorized Share Capital of the Company:

To consider and if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company be and is hereby increased from Rs.160,00,00,000 (Rupees one hundred and sixty crores only) divided into 11,00,00,000 (eleven crores) equity shares of Rs. 10 (Rupees ten only) each aggregating to Rs.110,00,00,000 (Rupees one hundred and ten crores only) and 50,00,000 (fifty lakhs) preference shares of Rs.100 (Rupees one hundred only) each aggregating to Rs. 50,00,00,000 (Rupees fifty crores only) to Rs.170,00,00,000 (Rupees one hundred and seventy crores only) divided into 12,00,00,000 (twelve crores) equity shares of Rs. 10 (Rupees ten only) each aggregating to Rs.120,00,00,000 (Rupees one hundred and twenty crores only) and 50,00,000 (fifty lakhs) preference shares of Rs.100 (Rupees one hundred only) each aggregating to Rs.50,00,00,000 (Rupees fifty crores only) by creation of additional 1,00,00,000 (one crore) equity shares of Rs.10 (Rupees ten only) each."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."

2. Amendment to the Memorandum of Association of the Company:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Company's Memorandum of Association be substituted with the following:

"V. The Share Capital of the Company is Rs.170,00,00,000 (Rupees one hundred and seventy crores only) divided into 12,00,00,000 (twelve crores) Equity shares of Rs.10 (Rupees ten) each, and 50,00,000 (fifty lakhs) preference shares of Rs.100 (Rupees one hundred) each, with power to increase or reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively, such preferential, guaranteed, qualified or special rights (including right to convert into equity or other kind of securities), privileges and conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such right, privileges or conditions in such manner as may for the time being be provided by the Articles of Association."

3. Issue of Equity Shares on Preferential Basis:

To consider and, if thought fit, to give ASSENT / DISSENT to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62, applicable provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Chapter VII – "Preferential Issue" and other applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the applicable rules, notifications and guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI and the Government of India) and all such other approvals, as may be required, and in terms of restructuring proposal approved by Asset Reconstruction Company (India) Limited, a financial institution within the meaning of sub-clause (1a) of clause (h) of Section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993, duly registered with the RBI (hereinafter referred to as "Arcil"), vide its letters dated 22nd April 2016 and 28th April 2016, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), to issue and to allot, 2,26,35,757 equity shares of the Company having face value of Rs.10 per share, at a price of Rs.27.00 (Rupees twenty seven only) per equity share, as fully paid-up shares by conversion of loans aggregating to Rs.61.12 crores to Arcil, whether Arcil is a member of the Company or not, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the Equity Shares issued/to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu inter-se with the existing shares of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as the Board may consider necessary, expedient or desirable, to make any modification in the terms and conditions of the issue without being required to seek any further consent or approval of the Members, and to settle any question or difficulty that may arise in such manner as the Board in its absolute discretion may deem fit and to take all steps which are incidental and ancillary in connection with the issue and allotment of equity shares and/or any matter arising therefrom."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, and/or to any one or more Directors/officials of the Company to give effect to this resolution."

By Order of the Board
For Sakthi Sugars Limited

S BASKAR
Chief Financial Officer &
Company Secretary

Coimbatore
2nd May 2016

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act 2013 setting out all material facts and reasons is annexed hereto.
2. The Company has appointed Mr.M.D.Selvaraj of M/s MDS & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in accordance with the law and in a fair and transparent manner.
3. 6th May 2016 will be the cut-off date (record date) for the purpose of exercising voting rights and this Notice is being sent to persons who are members as on that date as per the records of the Company and/or NSDL/CDSL. Voting rights have been frozen in respect of the equity shares lying in the Sakthi Sugars Limited Unclaimed Shares Suspense Account in terms of Schedule VI E (2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
4. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Notices through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in physical form and who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in 'E Communication Registration Form', available on the website of the Company www.sakthisugars.com, to M/s. Link Intime India Pvt. Limited, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
5. The Notice together with its enclosures and Postal Ballot Form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participants. Physical copies are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s) and to those Members who have requested for physical copies.
6. Members are requested to carefully read the instructions printed on the attached Postal Ballot Form. The Postal Ballot Form, duly completed and signed, should be returned in the enclosed self-addressed postage prepaid envelope, directly to the Scrutinizer so as to reach him on or before the close of working hours, i.e. 5.00 p.m. on 9th June 2016. Any response received from the members after the said time and date shall be treated as if no response is received.
7. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only, unless they exercise their voting right through e-voting.
8. Members are also provided with the facility of exercising their voting rights in electronic mode as required under Section 108 of the Companies Act and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
9. In case of any query or issue or grievance connected with Postal Ballot or e-voting, members may contact Sri S. Baskar, Chief Financial Officer & Company Secretary through e-mail id 'shares@sakthisugars.com' or through phone number 0422-4322222.
10. The procedures for shareholders voting electronically are as under:
 - (i) The voting period begins on Wednesday, 11th May 2016 at 9.00 a.m. and ends on Thursday, 9th June 2016 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 6th May 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. ● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Sakthi Sugars Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

11. A member can opt for only one mode of voting, i.e., either by Postal Ballot or through e-Voting. In case a member votes in both modes, only the votes cast through e-voting will be considered.
12. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Executive Chairman.
13. The results of voting will be declared by the Executive Chairman or authorised Director at the Corporate Office of the Company at 180 Race Course Road, Coimbatore on Saturday, 11th June 2016 at 11.00 a.m. The result will be posted on the Company's website www.sakthisugars.com and on the website of CDSL www.evoting.cdslindia.com. It will also be displayed in the Notice Board of the Company at its Registered Office and at the Corporate Office. It will also be forwarded to the stock exchanges within forty-eight hours from the end of the voting period.

Statement Annexed to the Notice

ITEM NO.1 and 2

The Authorised Share Capital of the Company at present is Rs. 160,00,00,000 (Rupees one hundred and sixty crores only) divided into 11,00,00,000 (eleven crores) equity shares of Rs. 10 (Rupees ten only) each aggregating to Rs. 110,00,00,000 (Rupees one hundred and ten crores only) and 50,00,000 (fifty lakhs) preference shares of Rs.100 (Rupees one hundred only) each aggregating to Rs. 50,00,00,000 (Rupees fifty crores only). As per the conditions stipulated in the restructuring proposal sanctioned by Arcil, a portion of the loans acquired by them amounting to Rs.61.12 crores is to be converted into equity shares, subject to applicable laws and regulations. It is therefore necessary for the Company to increase the authorised share capital from Rs. 160 crores to Rs.170 crores to provide

adequate equity capital for further issue of equity shares and to amend the Capital Clause of Memorandum of Association of the Company.

Approval of the members by ordinary resolution is required for increasing the authorised capital and for amending the clause relating to share capital of Memorandum of Association of the Company.

Your Directors recommend passing of the resolutions set out under Items No. 1 and 2 of the annexed Notice.

None of the Directors and Key Managerial Personnel or their relatives is interested in these resolutions.

ITEM NO.3

The operations of the Company came under strain due to various factors affecting the industry, including uneconomical price for the final products, increase in raw material and other consumables costs not commensurate with the selling price of end products. The projects undertaken by the company in the recent past did not yield desired results due to the above factors. This has adversely affected the financial position of the Company and the loan accounts of the Company with majority of banks have become non-performing assets. The following banks, viz. Canara Bank, State Bank of India, Indian Overseas Bank, IDBI Bank and HDFC Bank have sold their loan portfolios relating to the Company aggregating to Rs.508.74 crores to Asset Reconstruction Company (India) Limited (Arcil). Arcil have restructured the loan portfolios acquired by them. In terms of the restructuring package sanctioned by Arcil, vide their letters dated 22nd April 2016 and 28th April 2016, a portion of the loans acquired by Arcil amounting to Rs.61.12 crores is to be converted into equity shares at a price of Rs.27.00 per share.

Arcil being a financial institution within the meaning of sub-clause (1a) of clause (h) of Section 2 of the Recovery of Debts due to Banks and Financial Institutions Act, 1993, duly registered with the Reserve Bank of India, the provisions relating to pricing and lock-in shall not apply to the equity shares allotted to Arcil pursuant to the exemption given under Regulation 70(2) in Chapter VII relating to Preferential Issue of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 [the "SEBI (ICDR) Regulations"]. The issue price of Rs.27.00 is a price mutually agreed between Arcil and the Company taking into consideration the restructuring proposal as a whole. The certificate dated 2nd May 2016 issued by the Statutory Auditors of the Company certifying that the price fixed by Arcil is in accordance with the SEBI (ICDR) Regulations is available for inspection by the members of the Company.

Subject to the approval of the members of the Company and in accordance with the SEBI (ICDR) Regulations and other applicable regulations and guidelines, the Board of Directors of the Company at its meeting held on 2nd May 2016 approved issue of 2,26,35,757 equity shares at the price mentioned above by conversion of loans amounting to Rs.61.12 crores as fully paid up shares to Arcil. These shares will be allotted in dematerialised form.

The Equity Shares shall be listed in the BSE Limited ("the BSE") and the National Stock Exchange of India Limited ("the NSE").

Other disclosures as required to be made under Chapter VII of SEBI (ICDR) Regulations and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules 2014 are as follows:

a. Objects of the preferential issue:

The object of the preferential issue is to comply with the condition stipulated in the restructuring proposal sanctioned by Arcil.

b. Proposal of the Promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the promoters, directors or key management persons are entitled to subscribe to the proposed preferential issue.

c. Shareholding Pattern before and after the preferential issue:

The shareholding pattern of the Company before and after the preferential issue is given below:

S. No.	Category of shareholder	Pre-Issue		Post-Issue	
		No. of shares	% of share holding	No. of shares	% of share holding
A.	Promoters' holding				
1.	Indian:				
	i. Individuals	28,41,604	2.95	28,41,604	2.39
	ii. Bodies Corporate	6,92,61,573	71.99	6,92,61,573	58.28
	Sub Total	7,21,03,177	74.94	7,21,03,177	60.67
2.	Foreign promoters	-	-	-	-
	Sub Total (A)	7,21,03,177	74.94	7,21,03,177	60.67
B.	Non-promoters' holding:				
1.	Institutional Investors	9,85,867	1.02	2,36,21,624*	19.88*
2.	Non-Institution:				
	Private corporate bodies	29,35,345	3.05	29,35,345	2.47
	Directors and Relatives	50,903	0.05	50,903	0.04
	Indian Public	1,95,72,497	20.35	1,95,72,497	16.47
	Others (including NRIs)	5,65,490	0.59	5,65,490	0.48
	Sub Total (B)	2,41,10,102	25.06	4,67,45,859	39.33
	GRAND TOTAL	9,62,13,279	100.00	11,88,49,036	100.00

*Includes proposed allotment to Arcil

The pre-allotment shareholding has been given on the basis of data available as on 22.4.2016.

The post-allotment shareholding has been provided assuming that (i) the shareholding in all other categories will remain unchanged and (ii) no conversion of Foreign Currency Convertible Bonds (FCCB) will take place. In the event there being any conversion of FCCB, the shareholding pattern in the above table would undergo corresponding changes.

d. The time within which the preferential issue shall be completed:

The equity shares shall be allotted to the concerned allottee in accordance with and within the time limit specified under the SEBI (ICDR) Regulations.

e. Identity of the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issue consequent to the preferential issue:

Name of the Allottee	Shareholding			
	Pre-allotment		Post-allotment	
	No. of shares	%	No. of shares	%
1. Asset Reconstruction Company (India) Ltd. (PAN: AAECA3878M)	-	-	2,26,35,757	19.05

Since the proposed allottee is a financial institution, there is no natural person who is ultimate beneficial owner of the shares proposed to be allotted.

The proposed allotment will not result in any change of control of the Company.

f. Undertaking to recomputed price and lock-in till the recomputed price is paid

This is not applicable to the present case.

g. Certificate from the statutory auditors

A copy of the certificate of the Company's statutory auditors certifying that the issue of equity shares is in accordance with the provisions of the SEBI (ICDR) Regulations will be made available for inspection at the Registered Office/Corporate office of the Company between 11.00 a.m. and 1.00 p.m. on any working day up to the last date for voting under Postal Ballot.

h. Relevant date

10th May 2016, being 30 days prior to the last date for casting votes by members through ballot or e-voting, is the Relevant Date for the issue. However, as the provisions relating to pricing of shares contained in Regulation 76 of the SEBI (ICDR) Regulations is not applicable for allotment of shares to Arcil by virtue of Regulation 70(2) of SEBI (ICDR) Regulations, the Relevant Date has not been considered for the purpose of price fixation.

i. Lock-in

The provisions relating to lock-in contained in Regulation 78 of the SEBI (ICDR) Regulations 2009 is not applicable for allotment of shares to Arcil by virtue of Regulation 70(2) of SEBI (ICDR) Regulations.

j. Number of persons to whom allotment on preferential basis has been already made during the financial year

No other allotment on preferential basis has been made during the current financial year 2016-17.

The consent of the shareholders is sought pursuant to the provisions of Section 62, applicable provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013, and in terms of the listing regulations prescribed by SEBI.

Your Directors recommend passing of the Special Resolution as set out at Item No.3 of the annexed Notice.

None of the Directors or the Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution.

The letter of sanction of the restructuring proposal of Arcil, vide letter No. BGIV/HK/FY17/214-A dated 22nd April 2016 and letter No. BGIV/HK/FY17/01/Confidential dated 28th April 2016 intimating the share issue price for the purpose of conversion of loans and the Certificates of the Statutory Auditors both dated 2nd May 2016 with respect to share issue price and the issue of shares on preferential basis being made in accordance with the requirements of the SEBI (ICDR) Regulations will be available for inspection by the members at the Registered of the Company at Sakthinagar, Bhavani Taluk, Erode District and at the Corporate Office at 180 Race Course Road, Coimbatore-641 018 between 11.00 a.m. to 1.00 p.m. on any working day up to the last date for voting on the resolutions.

By Order of the Board
For Sakthi Sugars Limited

S BASKAR
Chief Financial Officer &
Company Secretary

Coimbatore
2nd May 2016