

Sakthi Sugars Limited

CIN: L15421TN2199711000095

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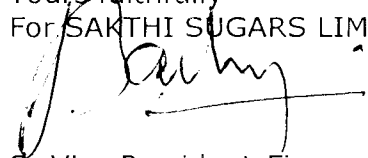
Dear Sirs,

Pursuant to the requirement of the Listing Agreement we send herewith three copies of the Notice of 52nd Annual General Meeting of the Company sent to the shareholders.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For SAKTHI SUGARS LIMITED



Sr.Vice President-Finance &
Company Secretary

Encl.

To:

Bombay Stock Exchange Ltd
P.J.Towers
Dalal Street
Mumbai – 400 001

The National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No.C/1,
G-Block, Bandra Kurla Complex,
Bandra (East),
MUMBAI – 400 051

Madras Stock Exchange Ltd
Post Box No.183
11 Second Line Beach
CHENNAI-600 001



SAKTHI SUGARS LIMITED

CIN:L15421TZ1961PLC000396

Regd.Office : Sakthinagar - 638 315, Bhavani Taluk, Erode Dist., Tamilnadu.

Phone : 0422 4322 222, 2221551, Fax : 0422 2220574, 4322488 Email : shares@sakthisugars.com Web : www.sakthisugars.com

NOTICE TO MEMBERS

Notice is hereby given that the 52nd Annual General Meeting of the Company will be held at its Registered Office at Sakthinagar - 638 315, Bhavani Taluk, Erode District, Tamilnadu, on Tuesday, the 30th September 2014 at 2.45 p.m. to transact the following business:

1. To consider and adopt the financial statements, including audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss for the year ended on that date, the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in the place of Sri M. Balasubramaniam (holding DIN 00377053), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. P.N.Raghavendra Rao & Co., Chartered Accountants (ICAI Registration No.FRN003328S), as statutory auditors of the Company to hold office for a period of three years from the conclusion of this Annual General Meeting, until the conclusion of the third Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting, and to fix their remuneration for the financial year ending 31st March, 2015.

SPECIAL BUSINESS:

4. **To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Sri C. Rangamani (holding DIN 00090786), a Director of the Company who retires by rotation at the ensuing Annual General Meeting under the provisions of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 30th September 2014 to 29th September 2019."

5. **To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Sri P.K.Chandran (holding DIN 00273738), a Director of the Company who retires by rotation at the ensuing Annual General Meeting under the provisions of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 30th September 2014 to 29th September 2019."

6. **To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Sri S.S.Muthuvelappan (holding DIN 00273870), a Director of the Company whose period of office is liable to retirement by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 30th September 2014 to 29th September 2019."

7. **To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, as amended from time to time, Sri N.K.Vijayan (holding DIN 00300871), a Director of the Company whose period of office is liable to retirement by rotation under the provisions of the Companies Act, 1956 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 30th September 2014 to 29th September 2019."

8. **To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V to the Companies Act, 2013, as amended from time to time, and subject to the approval of the banks, financial institution, as may be required, and the Central Government, re-appointment of Dr.M.Manickam (holding DIN 00102233) as Executive Vice Chairman for a period of five years from 25.10.2014 be and is hereby approved and that Dr.M.Manickam be paid remuneration as detailed below:

I. SALARY

Rs.1,50,000 per month

II. PERQUISITES

Following perquisites which shall not be included in the computation of the ceiling on remuneration in case there is no profit or the profit is inadequate in any year:

- a) Contribution to provident fund and superannuation fund or annuity fund to the extent not taxable under the Income Tax Act, 1961.
- b) Gratuity at the rate of half a month salary for each completed year of service, and
- c) Encashment of leave at the end of the tenure as per the Rules of the Company.

The above salary and perquisites be paid as minimum remuneration even in the event of loss or inadequacy of profits in any year.

III. COMMISSION

1% Commission on the net profits of the Company, subject to the maximum ceiling specified in Section 197(1) of the Companies Act. 2013."

"RESOLVED FURTHER that the period of office of Dr.M.Manickam is liable to determination by retirement by rotation as per Section 152 of the Companies Act 2013."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and vary the terms of reappointment and remuneration as may be required so as to be in compliance with the terms of approval of the Central Government and/or the applicable provisions of the Companies Act 2013."

9. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time any sum or sums of money in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time together with the amount to be borrowed, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.1500 crores (Rupees one thousand and five hundred crores only) over and above the aggregate of the paid up share capital and free reserves of the Company."

10. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED that the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to hypothecate, mortgage and/or charge as security the whole of the immovable and movable properties of the Company, present and future, and/or for conferring power to enter upon and take possession of the aforesaid assets of the Company in certain events to or in favour of banks, financial institutions or any other person or bodies corporate from which the Company has borrowed and/or will borrow money from time to time (hereinafter referred to as 'the Lenders'), or Security Trustee or Agent acting for and on behalf of the Lenders, for securing the financial facilities availed or to be availed from the Lenders or for securing performance by the Company of its obligation and that the Board of Directors of the Company be and is hereby authorised for agreeing with the Lenders the terms and conditions of hypothecation, mortgage or charge, including reserving a right to take over the management of the whole or any part of the immovable or movable assets or undertaking of the Company, in terms of the agreements / letters of sanction / terms and conditions in connection with the creation of security and other incidental matters."

11. To consider and, if thought fit, to pass with or without modification, 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, as amended from time to time, the Company hereby ratifies the remuneration of Rs.4.50 lakhs plus service tax and out-of-pocket expenses to M/s. STR & Associates, Tiruchirapalli, who are appointed as Cost Auditors of the Company for the financial year ending 31st March 2015."

12. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 181 of the Companies Act 2013, the Board of Directors of the Company be and is hereby authorised to donate and contribute a sum/sums not exceeding in the aggregate Rs.75 lakhs (Rupees seventy five lakhs only) from out of the funds of the Company for deserving causes and institutions during the financial year ending 31st March 2015."

By Order of the Board

S. Baskar

Sr. Vice President-Finance and
Company Secretary

Coimbatore
14.8.2014

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company at Sakthinagar - 638 315, Bhavani Taluk, Erode District or at the Corporate Office at 180, Race Course Road, Coimbatore - 641 018 duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed.
3. Pursuant to Clause 49 of the Listing Agreement, relevant information on the Directors seeking appointment / reappointment at the Annual General Meeting is provided in the annexure.
4. Annual Report containing the financial statements, Directors Report and Auditors Report thereon, consolidated financial statement, etc. are being sent separately.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 27.9.2014 to 30.9.2014 (both days inclusive). 22.8.2014 will be the cut off date (record date) for the purpose of exercising voting rights.
6. The Company had transferred all unclaimed dividends declared upto the financial year ended 31.3.1994 to the General Revenue Account of the Central Government as required by The Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed or collected their dividend up to the aforesaid financial years may claim their dividend from the Registrar of Companies, Stock Exchange Building, Trichy Road, Singanallur, Coimbatore - 641 005.
7. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, equity dividends for the years ended 31.3.1995, 31.3.1996, 31.3.1997 and 30.6.2006 and Preference Dividends for the years ended 31.3.1995 to 30.6.1999 that remained unclaimed for a period of seven years from the date of transfer to the respective Unpaid Dividend Accounts have been transferred to Investors Education and Protection Fund established under Section 205C of the Companies Act, 1956 and hence no claim shall lie against the Company or the Central Government for such unclaimed dividends.

8. Shareholders who have not encashed their dividend warrants for the financial year ended 30.6.2007 are requested to claim the dividend from the Company on or before 18th December 2014. These unclaimed dividends will be transferred to the Investors Education and Protection Fund during the first week of January 2015.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members 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.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip 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. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
11. Members are provided with the facility of exercising their voting rights in electronic mode as required under Section 108 of the Companies Act and Clause 35B of the Listing Agreement. Members may use the attached Postal Ballot Form in lieu of e-voting.
12. The Board of Directors of the Company has appointed Sri. M.D. Selvaraj, Practising Company Secretary, M/s. MDS Associates, Surya 35, May Flower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641 028 as Scrutinizer for conducting the electronic voting and postal ballot in lieu of e-voting in a fair and transparent manner.
13. The procedures for e-voting are given hereunder:
 - I. In case of members receiving e-mail:
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) 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.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) If you are a first time user follow the steps given below:

PAN*	For Members holding shares in Demat Form and Physical Form 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 first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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#	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 number of shares held by you as on the cut off date in the Dividend Bank details field .	

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 (new) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Sakthi Sugars Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.

- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case of members receiving the physical copy:
Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- III. The e-voting period begins on 24.9.2014 at 9.00 A.M. and ends on 26.9.2014 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 22.8.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- IV. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 14. A member can opt for only one mode of voting, i.e., either through E-Voting or by Postal Ballot.
- 15. The date of Annual General Meeting will be the deemed date of passing resolution(s) through E-Voting / Postal Ballot. The results of E-Voting / Postal Ballot will be declared at the AGM.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

Items No.4 to 7

The Company has to appoint Independent Directors as required under Section 149 of the Companies Act 2013 and Clause 49 of the Listing Agreement. These Independent Directors are to be appointed by the members and that they will hold office for a period of five years and will not be liable to retire by rotation.

Sri C.Rangamani, Sri P.K.Chandran, Sri S.S.Muthuvelappan and Sri.N.K.Vijayan are existing Non-executive Independent Directors on the Board of the Company and their period of office are liable to determination by retirement by rotation. They have given their consent to hold office as Independent Directors and declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act 2013 and that they are not disqualified for appointment under Section 164 of the said Act. Individual Notices together with requisite deposits have been received from certain members proposing the appointment of Sri C.Rangamani, Sri P.K.Chandran, Sri S.S.Muthuvelappan and Sri.N.K.Vijayan as Independent Directors of the Company at the ensuing Annual General Meeting.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors has considered that continued association of Sri C.Rangamani, Sri P.K.Chandran, Sri S.S.Muthuvelappan and Sri.N.K.Vijayan on the Board will be of benefit to the Company and has recommended them for appointment as Independent Directors by the Members for a term of five years from 30th September 2014 to 29th September 2019. The Board also formed opinion that the proposed appointees fulfil the conditions specified in the Companies Act 2013, are persons of integrity and possess relevant expertise & experience considering the nature of the Company. The profile of the proposed appointees is annexed to the Notice. A copy each of the draft letters for appointment of Sri C.Rangamani, Sri P.K.Chandran, Sri S.S.Muthuvelappan and Sri.N.K.Vijayan as Independent Directors setting out the terms and conditions will be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day until the date of the Annual General Meeting.

Necessary resolutions are set out under Items No. 4 to 7 of the Notice for members approval.

Except Sri C.Rangamani, Sri P.K.Chandran, Sri S.S.Muthuvelappan and Sri.N.K.Vijayan, being the appointees, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in these resolutions.

Item No.8

The members of the Company at the Annual General Meeting held on 20th September 2012 approved reappointment of Dr.M.Manickam as Managing Director of the Company for a period of five years from 25th October 2011, subject to the approval of the Central Government. The Central Government while approving the appointment, restricted the period for which remuneration can be given to three years upto 24th October 2014. Dr.Manickam has been re-designated as Executive Vice Chairman by the Board at its meeting held on 28th June 2013. Considering the rich experience Dr.Manickam has in the sugar industry and the contributions made by him during his tenure of office, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has re-appointed him as Executive Vice Chairman for a further period of five years from 25th October 2014, subject to the approval of banks and financial institution, as may be required, members of the Company and of the Central Government. In this respect, a Notice together with requisite deposit has been received from a member of the Company proposing the re-appointment of Dr.M.Manickam as Executive Vice Chairman, at the ensuing Annual General Meeting. The office of Dr. M. Manickam is liable to determination by retirement by rotation as per Section 152 of the Companies Act 2013.

Dr.Manickam is also the Managing Director of Sakthi Auto Component Limited.

Dr.Manickam is a post graduate in Science and holds Master of Business Administration degree from Michigan University, USA. Considering his contributions for the development of agriculture and agro-based industry, he was awarded doctorate degree by Tamil Nadu Agricultural University. He is on the Board of the Company since 1980 and as Managing Director from 1990. He is Past President of ISMA and SISMA.

A copy of the Agreement to be entered into by the Company with Dr.M.Manickam in respect of his appointment as Executive Vice Chairman is available for inspection of the members of the Company at its Registered Office pursuant to Section 190 of the Companies Act 2013.

Necessary resolutions are set out under Item No.8 in the Notice of the meeting for members approval.

Dr. M. Manickam may be deemed to be concerned or interested in the resolutions as they relate to his re-appointment.

Dr. N. Mahalingam, Chairman, Sri M.Balasubramaniam, Managing Director, and Sri M.Srinivaasan, Joint Managing Director, are deemed to be concerned or interested in the resolutions as his relatives.

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

Item No.9

The Members of the Company at their 47th Annual General Meeting held on 31st March 2009 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 to borrow, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, a sum or sums of money upto Rs.1,500 crores (Rupees one thousand and five hundred crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.

Most of the provisions of the Companies Act 1956 have been replaced by the Companies Act 2013. Under Section 180(1)(c) of the Companies Act, 2013, approval of the Members for borrowing as above is to be by a Special Resolution instead of an Ordinary Resolution.

Approval of members is sought by way of Special Resolution under Section 180(1)(c) of the Companies Act 2013 to borrow, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, a sum or sums of money up to Rs.1,500 crores over and above the aggregate of the paid up share capital and free reserves of the Company, which has already been approved by the Members by Ordinary Resolution as stated above.

Necessary Special Resolution is set out in the Notice for members' approval.

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

Item No. 10

For the purpose of business of the Company, the Company has been availing financial facilities from banks, institutions and other bodies corporate and offering its assets as security by creating hypothecation, mortgage or charge in favour of the lenders. Security is also created by the Company for fulfilling some of its performance obligations. Section 180(1)(a) of the Companies Act 2013 requires prior approval of the members for creating such hypothecation, mortgage or charge by way of a special resolution.

The Members approval is sought for creation of hypothecation, mortgage or charge on the immovable and movable assets of the Company or any of its undertaking either in full or in part. Necessary special resolution is set out under Item No.10 of the Notice for members' approval.

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

Item No.11

Pursuant to Section 148 of the Companies Act 2013, the Board of Directors of the Company has appointed M/s.STR & Associates, Cost Accountants, Trichirappalli, as Cost Accountants for audit of the cost records of the Company for the financial year ending 31st March 2015 and fixed a remuneration of to Rs.4.50 lakhs. Rule 14 of the Companies (Audit and Auditors) Rules 2014 specifies that the remuneration payable to the Cost Auditors is to be ratified by the members at the General Meeting. Accordingly necessary resolution is set out in the Notice for the Members' approval.

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

Item No.12

To meet certain charitable and social obligations, it is proposed to authorise the Board of Directors to make donations upto Rs.75 lakhs (Rupees seventy five lakhs only) for the year ending 31st March 2015. Necessary resolution is set out in the notice for members approval.

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

Coimbatore
14.8.2014

By Order of the Board
S. Baskar
Sr. Vice President-Finance and
Company Secretary

Name of Director	Dr. M. Manickam	Sri. M. Balasubramaniam	Sri. C. Rangamani
Date of birth	24.3.1956	6.5.1958	1.11.1941
Date of appointment as Director	16.9.1980	21.8.1989	29.1.2008
Expertise in specific functional area	About 35 years experience in sugar and auto industries. Past President of ISMA and SISMA.	More than 25 years experience in finance and sugar industries.	Over 35 years of experience in insurance, finance and general management
Qualification	M.Sc., MBA (USA)	M.Com., MBA (USA)	B.Sc., B.G.L., FIII
Directorship held in other public companies (excluding foreign and private companies)	Sakthi Auto Component Ltd ABT Limited Sri Chamundeswari Sugars Ltd Sakthi Finance Ltd. ABT Industries Ltd ABT Foods Limited Sakthi Properties Cbe. Ltd. The Gounder & Co. Auto Ltd. ABT Foods Retailing (I) Ltd. Kovai Medical & Hospitals Ltd.	Sakthi Finance Limited Sakthi Auto Component Ltd ABT Limited Sri Chamundeswari Sugars Ltd ABT Industries Ltd ABT Foods Limited ABT Finance Limited ABT Foundation Limited Sakthi Mgt.Services (Cbe.) Ltd. The Gounder & Co. Auto Ltd. ABT Foods Retailing (I) Ltd. Sakthifinance Financial Services Ltd.	Sakthi Auto Component Limited
Chairmanships / Memberships of Committees	Sakthi Finance Ltd. - Shareholders & Investors Grievance Committee (Chairman) Sakthi Auto Component Ltd. - Audit Committee (Chairman)	Sri Chamundeswari Sugars Ltd - Audit Committee (Member) - Shareholders & Investors Grievance Committee (Chairman) Sakthi Finance Limited - Shareholders & Investors Grievance Committee (Member) Sakthi Sugars Limited - Audit Committee (Member) - Shareholders & Investors Grievance Committee (Member) ABT Industries Limited - Audit Committee (Member) Sakthi Auto Component Ltd - Audit Committee (Member)	Sakthi Sugars Limited - Audit Committee (Chairman) - Nomination & Remuneration Committee (Member)
Shareholding in the company (No. of shares)	19,14,200	3,37,325	500
Relationship between directors inter se	Dr.N.Mahalingam (Father) Sri M.Balasubramaniam and Sri.M.Srinivaasan (Brothers)	Dr.N.Mahalingam (Father) Dr.M.Manickam and Sri.M.Srinivaasan (Brothers)	None
Name of Director	Sri. P.K. Chandran	Sri. S.S. Muthuvelappan	Sri. N.K. Vijayan
Date of birth	6.9.1948	5.12.1941	22.5.1952
Date of appointment as Director	14.11.1977	18.2.1985	1.1.1995
Expertise in specific functional area	Rich experience in sugarcane cultivation	Rich experience in sugarcane cultivation	Rich experience in sugarcane cultivation
Qualification	P.U.C.	S.S.L.C.	M.Com.
Directorship held in other public companies (excluding foreign and private companies)	Nil	Nil	Nil
Chairmanships / Memberships of Committees	Sakthi Sugars Limited - Nomination & Remuneration Committee (Member)	Sakthi Sugars Limited - Nomination & Remuneration Committee (Chairman)	Sakthi Sugars Limited - Audit Committee (Member)
Shareholding in the company (No. of shares)	6,424	3,009	1,850
Relationship between directors inter se	None	None	None

SAKTHI SUGARS LIMITED

CIN:L15421TZ1961PLC000396

Regd.Office : Sakthinagar - 638 315, Bhavani Taluk, Erode Dist., Tamilnadu.

Phone : 0422 4322 222, 2221551, Fax : 0422 2220574, 4322488 Email : shares@sakthisugars.com Web : www.sakthisugars.com

ATTENDANCE SLIP

I/We, ..., hereby record my/our presence at the 52nd Annual General Meeting of the Company held on Tuesday, the 30th September 2014 at 2.45 p.m. at Sakthi Nagar-638 315, Bhavani Taluk, Erode District.

Folio No./Client ID :

DP ID :

.....
Signature of Shareholder(s) / Proxy

Note: Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules 2014]

SAKTHI SUGARS LIMITED

CIN:L15421TZ1961PLC000396

Regd.Office: Sakthinagar - 638 315, Bhavani Taluk, Erode Dist., Tamilnadu

Name of the Member(s)			
Registered Address			
Email Id			
Folio No. / Client ID		DP ID :	

I / We, being the member(s) of Shares of the above named company, hereby appoint:

S.No	Name	Address	E-mail ID	Signature
1				
Or failing him				
2				
Or failing him				
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the company, to be held on Tuesday, the 30th September 2014 at 2.45 p.m. at Sakthinagar-638 315, Bhavani Taluk, Erode District, and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Optional	
		For	Against
1.	Adoption of Audited Financial Statements, etc. for the year ended 31.3.2014		
2.	Re-appointment of Sri M.Balasubramaniam who retires by rotation		
3.	Appointment of M/s.P.N.Raghavendra Rao & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration		
4.	Appointment of Sri C.Rangamani as an Independent Director		
5.	Appointment of Sri P.K.Chandran as an Independent Director		
6.	Appointment of Sri S.S.Muthuvelappan as an Independent Director		
7.	Appointment of Sri N.K.Vijayan as an Independent Director		
8.	Re-appointment of Dr.M.Manickam as Executive Vice Chairman		
9.	Approval under Section 180(1)(c) of the Companies Act 2013 to borrow not exceeding Rs.1,500 crores over and above the aggregate of the paid up capital and free reserves		
10.	Approval under Section 180(1)(a) of the Companies Act 2013 to hypothecate, mortgage or create charge on all or any of the movable/ immovable properties of the company		
11.	Ratification of remuneration payable to Cost Auditors		
12.	Approval for making donations / contributions to deserving causes		

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Please
affix
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.