



SAKUMA EXPORTS LIMITED

CIN: L51909MH2005PLC155765

Registered Office: Aarus Chamber, A 301, Near Mahindra Tower, S S Amrutwar Lane, Worli, Mumbai 400013; **Website:** www.sakumaexportsltd.com; **Email:** sakumaex@mtnl.net.in;

Tel: 022 2499 9021 / 22; **Fax:** 022 2499 9024 / 27

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification thereof for the time being in force), that the following Special Resolution is proposed to be passed by way of postal ballot/remote e-voting. The Members are requested to send their assent or dissent on these resolutions.

1) ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force and subject to the approval of the Registrar of Companies, Mumbai, Maharashtra, (“ROC”) and/or of any other statutory or regulatory authority, as may be necessary, Clause III (A) (Main Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following new sub-clauses numbered as 2, 3 and 4 and all other existing sub-clauses of the Memorandum of Association be re-numbered accordingly:

2. To carry on the business of manufacturing, recycling, processing, refining, packing, buying, selling, exporting, importing, dealing in washed, refined, edible and non-edible oil, barns and oil cakes, de-nil cake of any nature and kind whatsoever, hydrogenated oils, oil substitutes, glycerine, fatty acids, lubricating, oils, greases and oil preparations and by products including linters, hardened oils, vanaspati, margarine, edible proteins.
3. To carry on the business of manufacturing, processing, refining, packing, buying, selling, manipulating, exporting, importing and otherwise dealing in edible and non-edible oils, oilseeds, brans and oil cakes of any nature and kind whatsoever, including linters, hulls expeller oil cakes, de-oiled cakes, hardened oils, vanaspati, ghee, margarine, edible proteins, castor oil, sugar, alkali refined linseed oil, industrial oils, extraction of linsed, cotton seed, groundnut oil, fertilizer mixtures, hydrogenated castor oil, oil and pharmaceutical, groundnut cakes, myrabolom and nuts seeds oil and mineral oils and other agri and agri related products.
4. To carry on the business of Petrochemical and petroleum products.’

RESOLVED FURTHER THAT Mr. Saurabh Malhotra, Managing Director of the Company be and is hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may

be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause III (A) 2, 3 and 4 of the Memorandum of Association of the Company, as may be required by the ROC and/or any statutory/regulatory authority.”

**By order of the Board
For SAKUMA EXPORTS LIMITED**

**Saurabh Malhotra
Managing Director**

Place: Mumbai

Date: 29th December, 2017

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the above Special Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on 29th December, 2017.
3. Members may note that the Postal Ballot Notice of the Company will also be available on the website of the Company i.e. www.sakumaexportsltd.com and on the website of NSDL i.e. www.evoting.nsdl.com.
4. The Postal Ballot Notice seeking approval of the Members for the Special Resolution as specified therein is being sent by e-mail to all the Members whose e-mail addresses are registered with the Company / Depository Participant(s) for communication purposes, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copy of the Postal Ballot Notice, the Postal Ballot Form (“Ballot Form”) along with self-addressed pre-paid postage Business Reply Envelope is being sent by the permitted mode. To support the ‘Green Initiative’, the Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent / Depositories.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting and to enable the Members to cast their vote electronically.
6. Members can opt for only one mode of voting, i.e. either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form shall be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, a Member may write to companysecretary@sakumaexportsltd.com. The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. M/s. P. P. Shah & Co., Practicing Company Secretaries, has been appointed as the Scrutinizer for conducting the postal ballot and remote e-voting process in fair and transparent manner.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matters shall be final.
10. Upon completion of the scrutiny of Ballot Forms and voting through electronic means, the Scrutinizer will submit his report to the Chairman or any other Director of the Company authorized in this behalf who shall countersign the same.
11. The results of the Postal Ballot will be declared on Tuesday, 06th February, 2018, 11.00 a.m. (IST) at the Registered Office of the Company.

12. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.sakumaexportsltd.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other Director so authorized. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
13. The said Special Resolutions will be deemed to have been passed on the last date for receiving the Ballot Forms i.e. Monday, 05th February, 2018, if approved by the requisite majority as provided under the relevant provisions of the Act and the Rules made thereunder.
14. As mandated by the Securities and Exchange Board of India ("SEBI"), Members holding shares in electronic form are requested to submit their Permanent Account Number ("PAN") details to their respective Depository Participants and Members holding shares in physical form are requested to submit the PAN details to the Company or its Share Registrar and Transfer Agents.
15. All the material documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting.

16. Instructions for voting:

A. Voting through physical Ballot Form

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer, viz. M/s. P. P. Shah & Co., Practicing Company Secretaries, not later than Wednesday, 05th February, 2018, (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his / her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participant(s). In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member need not use all the votes or cast all the votes in the same way.
- (vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to companysecretary@sakumaexportsltd.com mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. 16 (A) (i) above.
- (viii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Process and manner of remote e-voting through Electronic Means:

In case of members receiving e-mail:

- A. In case a shareholder receives an Email from NSDL [for shareholders whose Email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open Email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put your user ID and password as the initial password mentioned in the e-mail sent by NSDL to Members whose email addresses are registered with the Company/Depository Participant(s) and verification code as displayed. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “**Sakuma Exports Limited**”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to noticetome@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a shareholder receives physical copy of the Notice (for shareholders whose Email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):

- (i) Initial password is provided in the enclosed Ballot Form
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Saturday, 06th January, 2018 (9.00 a.m. IST) and ends on Monday, 05th February, 2018 (5.00 p.m. IST) (both days inclusive). During this period, Members of the Company, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL as on the close of business hours on Friday, 29th December, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- (ii) The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 29th December, 2017, as per the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., NSDL and CDSL.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact Mr. Rajiv Ranjan, Asst. Manager, NSDL, Trade World, 'A' wing,

Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 at his designated email id i.e., evoting@nsdl.co.in or rajivr@nsdl.co.in or Tel. No. 91 22 2499 4738 / 1800-222-990.

- (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Members who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Members are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID). In case Members are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No).

- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (vi) Any person, who acquires shares of the Company and become a Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, 29th December, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or at companysecretary@sakumaexportsltd.com. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF
THE COMPANIES ACT, 2013

Item No. 1 - ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

At present, the Company is engaged in the business of trading in commodities. The Company is Government recognized Star Trading House. Now, the Company intends to commence the business of manufacturing of commodities by acquiring an Undertaking / Plant on lease or ownership. The Company wants to pursue the business to manufacture of commodities by establishing, acquiring any undertaking and assets as a going concern by purchase or on lease.

It is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company to enable the Company to commence the business of manufacturing of commodities and to carry on the business of Petrochemical and petroleum products, by the insertion of sub-clauses 2, 3 and 4 after the existing sub-clause III (A) 1 as stated in the Special Resolution in the annexed to the Notice. All other sub-clauses shall be re-numbered accordingly. The above amendment would be subject to the approval of the Registrar of Companies, Mumbai, Maharashtra and/or any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the last date of receipt of postal ballot form by Scrutinizer.

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution. Further as per Rule 22 of Companies (Management and Administration) Rules, 2014, consent of the Members for alteration of Object Clause of Memorandum of Association of the Company must be obtained by postal ballot. Hence, appropriate resolution at Item No. 1 of the Notice is proposed for approval of the Members by way of Postal Ballot.

The Directors recommends the passing of the Special Resolution as set out at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the other Directors of the Company or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at Item No. 1 of the accompanying Postal Ballot Notice except to the extent of their shareholding.

By order of the Board
For SAKUMA EXPORTS LIMITED

Saurabh Malhotra
Managing Director

Place: Mumbai
Date: 29th December, 2017