



Sanco Trans Limited

CIN: L60220TN1979PLC007970

Registered Office: S.T. Tower, New No. 24 & 25, II Floor,
Second Line Beach Road, Chennai – 600 001

Tel: 044 – 6644 9000 Fax: 044 – 66449009

Email: shareholder@sancotrans.com

Website: www.sancotrans.com

NOTICE OF THIRTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Sixth Annual General Meeting of Sanco Trans Limited will be held at Narada Gana Sabha, Mini Hall, 314, T.T.K Road, Alwarpet, Chennai – 600 018 on Thursday, the 15th September 2016 at 10.15 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - i. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon; and
 - ii. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the Report of Auditors thereon.
2. To declare a dividend for the year ended March 31, 2016.
3. To appoint a Director in place of Mrs. Devaki Santhanam (DIN: 02369367) who retires by rotation and being eligible offers herself for reappointment.
4. To ratify the appointment of Auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions if any, of the Companies Act 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Statutory Auditors of the Company, M/s. M. S. Krishnaswami and Rajan, Chartered Accountants (ICAI Regn. No. 01554S) made in the 34th Annual General Meeting of the Company held on 15th September, 2014, be and is hereby ratified, on remuneration to be fixed by the Board of Directors.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T. R. Chandrasekaran (DIN: 00399104), who was appointed as an Additional Director of the Company with effect from May 23, 2016 by the Board of Directors and who holds office upto the date of this Annual General Meeting pursuant to section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years commencing from September 15, 2016”



“RESOLVED FURTHER THAT the Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 196, 197, 198, 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. S. Sathyanarayanan (DIN: 00446573) as Deputy Managing Director for a period of three years effective from April 01, 2016 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Sixth Annual General Meeting of the Company subject to retire by rotation and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof, as may be agreed to by the Board of Directors and Mr. S. Sathyanarayanan”

“RESOLVED FURTHER THAT the Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 196, 197, 198, 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to the reappointment of Mr. S. R. Srinivasan (DIN: 03559408) as Director – Finance for a period of three years effective from June 01, 2016 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Sixth Annual General Meeting of the Company subject to retire by rotation and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof, as may be agreed to by the Board of Directors and Mr. S. R. Srinivasan”

“RESOLVED FURTHER THAT the Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 196, 197, 198, 152(6) and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force),



approval of the members of the Company be and is hereby accorded to the reappointment of Mr. U. Udayabhaskar Reddy (DIN: 02360396) as Whole Time Director for a period of three years effective from August 01, 2016 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Sixth Annual General Meeting of the Company subject to retire by rotation and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration so as to not to exceed the limits specified in Schedule V to the Companies Act, 2013 or any statutory modification(s) thereof, as may be agreed to by the Board of Directors and Mr. U. Udayabhaskar Reddy”

“RESOLVED FURTHER THAT the Managing Director of the Company, be and is hereby authorized to sign necessary forms and do all such acts, deeds, things as may be required to give effect to the above resolution.”

For and on behalf of the Board of Directors

Registered Office:

ST Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600001

V. Upendran

Chairman & Managing Director
(DIN: 00557511)

Place : Chennai

Date : 08.08.2016

Notes:

1. A MEMBER ENTITLED TO ATTEND AND 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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the Notice of 36th AGM for attending the meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to special businesses to be transacted at the Annual General Meeting is annexed hereto.



5. The Register of Members and Share Transfer Books of the Company will be closed from **09.09.2016 to 15.09.2016** (both days inclusive) to determine the members eligible for entitlement to dividend, if any, declared at the Annual General Meeting.
6. The Company has appointed M/s. Cameo Corporate Services Limited, having its office at Subramanian Building, No.1 Club House Road, Anna Salai, Chennai 600 002, Telephone No. 044-28460390 (6 Lines) as Registrar and Share Transfer Agent. Shareholders are requested to send all requests for transfer of shares, dematerialisation of shares, change in address, etc. to the company's Registrar and Transfer Agent.
7. The listing fee to Bombay Stock Exchange has been paid upto 31.03.2017.
8. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Pursuant to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012, the Company has provided / hosted the required details of unclaimed amounts referred to under Section 205C(2) of the Companies Act, 1956, on its website and also in the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

Members who have not encashed their Dividend Warrants in respect of the above period(s) are requested to make their claim(s) by surrendering the unencashed Dividend Warrants to the Company.

10. Electronic copy of the Annual Report for 2015 – 2016 is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-2016 is being sent in the permitted mode. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
11. Members may also note that the Notice of the 36th Annual General Meeting and the Annual Report for 2015 - 2016 will also be available on the Company's website www.sancotrans.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: shareholder@sancotrans.com
12. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th September, 2016 (09.00 A.M IST) and ends on 14th September, 2016 (05.00 P.M IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (08.09.2016) 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date Of Birth(DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both 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).</p>

- (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 relevant EVSN for SANCO TRANS LIMITED on which you choose to vote.
- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) 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 linked in the login 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.



(xx) 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.

(xxi) Other instructions:

(a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 08th day of September, 2016.

(b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(c) Mr. Pankaj Mehta (M.No. A29407), Partner, M/s. A.K. Jain & Associates, Practising Company Secretary, has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

(d) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizers’ report of the total votes cast in favour of against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(e) The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.sancotrans.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.

(f) 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 <https://www.evotingindia.co.in> under help section or write an email to helpdesk.evoting@cdslindia.com

12. Brief note on the background and the functional expertise of the Director proposed for re-appointment is furnished below:

Mrs. S. Devaki holds directorship in the company since its incorporation. Her contributions and guidance have played a major role in the growth of the company. Mrs. S. Devaki is the only woman director in the Board pursuant to Section 149 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is holding 212,750 shares in the company.

Mrs. Devaki holds directorship in the following companies:

1. Sanco Estates and Farms Private Limited
2. Premium Mint and Herbs Private Limited

Mr. S. Sathyanarayanan and Mr. V. Upendran being relatives of Mrs. S. Devaki and Mrs. S. Devaki herself, are concerned or interested in the resolution set out at Item No. 03.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.5:

Mr. T. R. Chandrasekaran (DIN: 00399104), aged 70 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in May 2016.

Mr. T. R. Chandrasekaran is Graduate in Commerce and a qualified Chartered Accountant. He also holds Diploma in Labour Law and Administrative Law. He commenced his career in Automobile industry in 1972. He then joined as a specialist Chartered Accountant in 1976 with Indian Bank and worked in various capacities for 30 years. He later served as Vice President of Indian Bank Mutual Fund and subsequently as a Director in Karnataka Bank Limited. He is currently practicing as Chartered Accountant and partner in M. C. Ranganathan & Co, Chartered Accountants, Chennai.

The details of the Directorship and/or Membership/Chairmanship of Committees of the Board of Mr. T. R. Chandrasekaran as on August 08, 2016 are as follows:

S. No	Name of the Company	Committee positions held	
		Audit Committee	Nomination & Remuneration Committee
1.	Ind Bank Housing Ltd	Member	Member

Mr. T. R. Chandrasekaran was co-opted by the Board of Directors as an Additional/Independent Director with effect from May 23, 2016 pursuant to Section 161 of the Companies Act, 2013 and holds office till the conclusion of 36th AGM of the Company. Hence it is proposed to confirm the appointment of Mr. T. R. Chandrasekaran as an Independent Director under Section 149 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office for five (5) consecutive years commencing from September 15, 2016.

The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. T. R. Chandrasekaran for the office of Director of the Company. Mr. T. R. Chandrasekaran has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(7) of the Act and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. T. R. Chandrasekaran fulfills the conditions specified in the Act and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of T. R. Chandrasekaran as an Independent Director. Accordingly, the Board recommends the resolution in relation to confirmation of appointment of T. R. Chandrasekaran as an Independent Director, for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Companies Act, 2013, Mr. T. R. Chandrasekaran shall not be liable to retire by rotation. He does not hold any shares in the Company.

Except Mr. T. R. Chandrasekaran, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the



resolution set out at Item No. 05. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchange.

Item No.6:

The Board of Directors of the Company at its meeting held on March 12, 2016 reappointed Mr. S. Sathyanarayanan as Deputy Managing director of the Company for a period of three years effective from April 01, 2016. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. S. Sathyanarayanan and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. S. Sathyanarayanan objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. S. Sathyanarayanan's qualification, experience, past performance and past remuneration.

The said resolution has also been approved by the Board of Directors of the Company on the following terms and conditions as recommended by Nomination and Remuneration Committee:

1. Monthly remuneration

Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) towards i) salary - Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only), ii) allowances - Rs. 75,000/- (Rupees Seventy Five Thousand only) and iii) perquisites – Rs. 25,000/- (Rupees Twenty Five Thousand only) with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.

2. Computation of Perquisites

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

3. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

4. Valuation of perquisites

Perquisites / allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, deem fit within the amount payable to the



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appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.

Since the proposed revision in the remuneration package is governed under Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information as required in clause (IV) of the proviso under Section II of the said schedule is furnished.

I. General Information

- (1) Nature of the industry: Logistics
- (2) Date of commencement of business: 12th October 1979
- (3) Financial Highlights:

Year ended 31st March	Revenue (Rs Lakhs)	Profit before tax (Rs Lakhs)	Profit after tax (Rs Lakhs)	Net worth (Rs Lakhs)	Fixed Assets-net (Rs Lakhs)	Dividend %	Earnings per share (Rupees)
2012	7807.43	985.82	766.04	8733.33	8473.33	27	42.56
2013	7770.26	925.33	636.58	9316.45	10597.43	27	35.37
2014	7500.75	489.72	416.27	9673.43	11472.48	27	23.13
2015	7677.93	227.78	235.67	9844.53	11460.48	27	13.09
2016	7724.10	116.99	107.36	9951.89	11702.08	18	5.96

Note: Net worth includes revaluation reserves

II. Information about the appointee:

1.	Background details	Mr. S. Sathyanarayanan, 43 years of age, is a graduate in Business (Shipping) Management from the Australian Maritime College, Tasmania and also a Post Graduate in Transport management from the University of Sydney. He was appointed as Director of the Company in August 1995 and Whole time Director of the Company in March 2000. He was appointed as Deputy Managing Director for a period of three years effective April 01, 2005 and has the distinction of leading the Company since then.
2.	Past remuneration	Rs. 2,92,500/- per month including salary, allowances and perquisites.
3.	Recognition and awards	Executive Committee Member of Indo-Australian Chamber of Commerce and India-Asean-Sri Lanka Chamber of Commerce & Industry
4.	(i) Job profile	As Deputy Managing director, he is in charge of the management of the affairs of the Company
	(ii) His suitability	His experience for the last 21 years as Director of the company including 11 years as Deputy Managing Director makes him ideally suitable for the said position with the said remuneration.



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5.	Remuneration proposed	Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) towards i) salary - Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only), ii) allowances - Rs. 75,000/- (Rupees Seventy Five Thousand only) and iii) perquisites – Rs. 25,000/- and other proposed terms as mentioned supra
6.	Comparative remuneration profile with respect to industry	Information not available
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	Mr. S. Sathyanarayanan holds 197600 Equity Shares of Rs.10 each in the Company. He is related to Mrs. S. Devaki, Director
8.	Directorship in other companies	Sanco Estates and Farms Private Limited Sakthi Hi-Tech Constructions Private Limited Shreyas Wheels Private Limited Sudharsan Logistics Private Limited Premium Mint and Herbs Private Limited Sanco Clearance Limited Sanco Transport Limited Tirwin Management Services Private Limited

III. Other Information

(1) Reason for loss or inadequate profits:

The inadequacy of profits has arisen mainly on account of increase in costs to deal with the severe competition, dwindling storage income due to change in business practice, increase in handling expenses and financial expense while the business volume remaining even thro' the last three years.

(2) Steps taken or proposed to be taken for improvement

The company has invested in new facilities by way of construction of a new warehouse to meet the competition and to take advantage of the opportunities likely to materialize at Kattupalli port in future. The company is also working on new projects.

(3) Expected increase in productivity and profits in measurable terms.

The company has taken measures to slice the costs in all possible areas of its operations.:

The re-appointment of Mr. S. Sathyanarayanan as Deputy Managing Director and his proposed remuneration are subject to the approval of the shareholders by way of ordinary resolution at the ensuing 36th Annual General Meeting of the Company.

Mrs. S. Devaki being relative of Mr S. Sathyanarayanan and Mr. S. Sathyanarayanan himself are concerned or interested in the aforesaid re-appointment and proposed remuneration package to Deputy Managing Director. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Item No.7:

The Board of Directors of the Company at its meeting held on May 30, 2016 reappointed Mr. S. R. Srinivasan as Director - Finance of the Company for a period of three years effective June 01, 2016. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. S. R. Srinivasan and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. S. R. Srinivasan objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. S. R. Srinivasan's qualification, experience, past performance and past remuneration.

The said resolution has also been approved by the Board of Directors of the Company on the following terms and conditions as recommended by Nomination and Remuneration Committee:

1. Monthly remuneration

Rs. 2,00,000/- (Two Lakhs Only) towards including salary, allowances and perquisites with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.

2. Computation of Perquisites

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

3. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

4. Valuation of perquisites

Perquisites / allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, deem fit within the amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the approval of the Central Government, if required.



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Since the proposed revision in the remuneration package is governed under Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information as required in clause (IV) of the proviso under Section II of the said schedule is furnished.

I. General Information

The general information provided in Explanatory Statement for Item no. 6 shall be referred.

II. Information about the appointee:

1.	Background details	Mr. Srinivasan is a Commerce graduate and Chartered Accountant having more than 33 years work experience in the Finance and Accounts of multinational companies in India before joining this company. He was appointed as Director - Finance of the Company in 2011 and managing the Finance and Accounts of the Company since then.
2.	Past remuneration	Rs. 1,75,000/- per month including salary, allowances and perquisites.
3.	(i) Job profile	As Director, he is in charge of the management finance and accounts of the Company
	(ii) His suitability	His experience for the last 38 years in various capacities including 5 years as Director – Finance of our company makes him ideally suitable for the said position with the said remuneration.
4.	Remuneration proposed	Rs. 2,00,000/- per month including salary, allowances and perquisites and other proposed terms as mentioned supra
5.	Comparative remuneration profile with respect to industry	Information not available
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	He does not hold any Equity Shares in the Company. He is not related to any Directors
7.	Directorship in other companies	Nil

III. Other Information

Other information provided in Explanatory Statement for Item no. 6 shall be referred.

The re-appointment of Mr. S. R. Srinivasan as Director - Finance and his proposed remuneration are subject to the approval of the shareholders by way of ordinary resolution at the ensuing 36th Annual General Meeting of the Company.



None of the Directors of the Company, other than Mr. S. R. Srinivasan, is interested or concerned in this resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.8:

The Board of Directors of the Company at its meeting held on May 30, 2016 reappointed Mr. U. Udayabhaskar Reddy as Whole Time Director of the Company for a period of three years effective August 01, 2016. The Nomination and Remuneration committee of the Board of Directors had approved, by its resolution, the terms of the remuneration, payable to Mr. U. Udayabhaskar Reddy and the same is in accordance with and within the ceiling of remuneration permitted under Section II of Part II of Schedule V to the Companies Act, 2013.

The Nomination and Remuneration Committee of the Board has examined and fixed the remuneration package of Mr. U. Udayabhaskar Reddy objectively taking into account the interest of the Company and the shareholders, the financial position of the Company, Mr. U. Udayabhaskar Reddy's qualification, experience, past performance and past remuneration.

The said resolution has also been approved by the Board of Directors of the Company on the following terms and conditions as recommended by Nomination and Remuneration Committee:

1. Monthly remuneration

Rs. 2,00,000/- (Two Lakhs Only) towards including salary, allowances and perquisites with such annual increments / increases as may be decided by the Nomination and Remuneration Committee from time to time.

2. Computation of Perquisites

The following shall not be included the computation of perquisites (i) Company's contribution to provident fund and superannuation fund to the extent they are singly or put together are not taxable under the Income-tax Act, (ii) Gratuity at the rate of half a month's salary for each completed year of service; (iii) Leave with full pay as per the rules of the Company with encashment of un-availed leave being allowed.

3. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall, subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

4. Valuation of perquisites

Perquisites / allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

5. Other terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of directors as it may, in its discretion, deem fit within the amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or



Sanco Trans Limited

with the approval of the Central Government, if required.

Since the proposed revision in the remuneration package is governed under Section II of Part II of Schedule V to the Companies Act, 2013, the following additional information as required in clause (IV) of the proviso under Section II of the said schedule is furnished.

I. General Information

The general information provided in Explanatory Statement for Item no. 6 shall be referred.

II. Information about the appointee:

1.	Background details	Mr. U. Udayabhaskar Reddy, 44 years of age, is a Post graduate in Economics and holds a Diploma in Business Administration with Specialisation in Marketing. He was appointed as Whole time Director of the Company in July 2008 and has the distinction of leading the Company since then. He has worked in the various divisions of the Company since 1997 and has a rich experience in the business of the Company.
2.	Past remuneration	Rs. 1,55,000/- per month including salary, allowances and perquisites.
3.	(i) Job profile	As a Whole Time Director, he is in charge of the management of the marketing functions of the Company
	(ii) His suitability	His experience for the last 8 years as Whole Time Director of the Company makes him ideally suitable for continuing in the said position.
4.	Remuneration proposed	Rs. 2,00,000/- per month including salary, allowances and perquisites and other proposed terms as mentioned supra
5.	Comparative remuneration profile with respect to industry	Information not available
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the Managerial Personnel	Mr. U. Udayabhaskar Reddy does not hold any shares in the Company.
		He is related to Mr. V. Upendran, Managing Director
7.	Directorship in other companies	Sanco Clearance Limited
		Sanco Transport Limited

III. Other information

Other information provided in Explanatory Statement for Item no. 6 shall be referred

The re-appointment of Mr. U. Udayabhaskar Reddy as Whole Time Director and his proposed remuneration are subject to the approval of the shareholders by way of ordinary resolution at the ensuing 36th Annual General Meeting of the Company.



Mr. V. Upendran being relative of Mr. U. Udayabhaskar Reddy and Mr. U. Udayabhaskar Reddy himself are concerned or interested in the aforesaid re-appointment and proposed remuneration package to Whole Time Director. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors

Registered Office:
ST Tower, New No. 24 & 25,
II Floor, Second Line Beach Road,
Chennai – 600001

V. Upendran
Chairman & Managing Director
(DIN: 00557511)

Place : Chennai
Date : 08.08.2016

Annual Report containing Director's Report and Audited Financial Statements (both standalone and consolidated) are being sent by Book Post / E-mail

ROUTE MAP

ROUTE MAP TO THE VENUE OF THE
THIRTY SIXTH ANNUAL GENERAL MEETING
ON SEPTEMBER 15, 2016 AT 10.15 AM

