



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 SEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Seventh 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 Monday, the 18th September 2017 at 10.00 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, 2017 together with 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, 2017 and the Report of Auditors thereon.
2. To declare a dividend for the year ended March 31, 2017.
3. To appoint a Director in place of Mr. S. Sathyanarayanan (DIN: 00446573), Deputy Managing Director, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint 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, 142 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), M/s. R. Sundararajan & Associates, Chartered Accountants, Chennai (ICAI Regn. No. 008282S), be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditors M/s. M. S. Krishnaswami & Rajan, Chartered Accountants (ICAI Regn. No. 01554S), to hold office for a term of 5 (five) consecutive years from the conclusion of this Thirty Seventh Annual General Meeting till the conclusion of the Forty Second Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting, on such remuneration to be fixed by the Board of Directors of the Company”

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 : 15.07.2017



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 37th AGM for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from **12.09.2017** to **18.09.2017** (both days inclusive) to determine the members eligible for entitlement to dividend, if any, declared at the Annual General Meeting.
5. 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.
6. The listing fee to Bombay Stock Exchange has been paid upto 31.03.2018
7. Details under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.
8. 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.



Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

9. Electronic copy of the Annual Report for financial year 2016-17 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(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 2016-17 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.
10. Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for financial year 2016-17 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

11. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, 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 15th September, 2017 (09.00 A.M IST) and ends on 17th September, 2017 (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 (11.09.2017) 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



Sanco Trans Limited

- (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 11th day of September, 2017.



Sanco Trans Limited

- (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 48 hours 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. Details of Director seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015):

1.	Name of the Director	Mr. S. Sathyanarayanan
2.	Date of Birth:	30.07.1973
3.	Age:	44
4.	Profile:	Mr. S. Sathyanarayanan 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 effective from April 01, 2005. As Deputy Managing director, he is in charge of the management of the affairs of the Company.



Sanco Trans Limited

5.	Other recognition:	Executive Committee Member of Indo-Australian Chamber of Commerce and India-Asean-Sri Lanka Chamber of Commerce & Industry
6.	Directorship in other listed companies	Nil
7.	Directorship in other companies	1. Sanco Estates and Farms Private Limited 2. Sakthi Hi-Tech Constructions Private Limited 3. Shreyas Wheels Private Limited 4. Sudharsan Logistics Private Limited 5. Premium Mint and Herbs Private Limited 6. Sanco Clearance Limited 7. Sanco Transport Limited
8.	Shareholding in the Company as on 31.03.2017	197600 Equity Shares of Rs.10 each.
9.	Relationship with other Directors/Key Managerial Personnel	He is related to Mrs. S. Devaki, Director

Mrs. S. Devaki being relative of Mr S. Sathyanarayanan and Mr. S. Sathyanarayanan himself are concerned or interested in the aforesaid re-appointment.

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 : 15.07.2017

***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 SEVENTH ANNUAL GENERAL MEETING
ON SEPTEMBER 18, 2017 AT 10.00 AM

