



## 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](mailto:shareholder@sancotrans.com)

Website: [www.sancotrans.com](http://www.sancotrans.com)

### NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS OF THE COMPANY (PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013)

**Dear Members,**

Notice is hereby given pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014, and other applicable provisions, including any statutory modifications or re-enactment thereof for the time being in force, that the Resolutions set out below are proposed to be passed by way of Postal Ballot/e-Voting. An Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning and the reasons thereof is annexed to the Notice, along with a Postal Ballot Form for your consideration. The Board at its meeting held on 01.01.2020 resolved to transact the resolutions by means of Postal Ballot.

Mr. Balu Sridhar, Practicing Company Secretary, Chennai has been appointed as Scrutinizer for conducting the postal ballot process and also to scrutinize the e-voting process in a fair and transparent manner.

You are requested to read the instructions printed on the Postal Ballot Form and return the Form (no other form or photocopy thereof is permitted) duly completed, indicating Assent (FOR) / Dissent (AGAINST) for the resolution in the attached self addressed envelope so as to reach the Scrutinizer on or before the close of working hours on 25.02.2020. Please note that any Postal Ballot Form(s) received after closing hours of the said date will be treated as not having been received. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny of the Postal Ballots received in physical form and through e-voting process and the results thereof will be announced on 26.02.2020 at the Registered Office of the Company at S.T. Tower, New No. 24 & 25, II Floor, Second Line Beach Road, Chennai – 600 001. The result of the Postal Ballot shall be posted on the Company's website [www.sancotrans.com](http://www.sancotrans.com) besides communicating to BSE Limited. The results of the Postal Ballot shall also be announced through newspaper advertisement.

#### **SPECIAL BUSINESS:**

##### **1. Continuation of Directorship of Mrs. S. Devaki**

**To consider, and if thought fit, to pass, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the continuation of Mrs. Devaki Santhanam (DIN 02369367), aged 77 years, as Non-Executive and Non-Independent Director of the Company be and is hereby ratified and approved on the terms as mentioned in the Explanatory Statement annexed to the Notice of the Postal Ballot.



# Sanco Trans Limited

“RESOLVED FURTHER THAT Mr. V. Upendran (DIN 00557511) Managing Director of the Company be and is hereby authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

By order of Board  
For SANCO TRANS LIMITED

Place: Chennai  
Date: 01.01.2020

PRASANNA N  
Company Secretary

## NOTES:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed to this Notice.
2. The Notice will be sent to all the Members, whose names appear on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 10.01.2020 The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 10.01.2020.
3. In compliance of with the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, facility to exercise their right to vote on the resolutions sent through the Postal Ballot by electronic means i.e. e-voting services provided by Central Depository Services (India) Limited (CDSL).
4. The Company has appointed Mr. Balu Sridhar, Practicing Company Secretary, Chennai as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
5. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instruction printed in the Postal Ballot Form.
6. The members who are voting through physical Postal Ballot form must return the same duly completed in the attached self-addressed postage pre-paid envelope. An unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the company. However, Postal Ballot(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot(s) may be deposited personally. The Postal Ballot(s) should reach the Scrutinizer not later than the close of working hours i.e. 06.00 P.M on 25.02.2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
7. Members who are voting through electronic means are required to cast their vote electronically by 25.02.2020 as e-voting module shall be disabled by 05.00 PM for voting thereafter. Once the vote on a resolution is cast by the member of the Company, the member shall not be allowed to change it subsequently.
8. In case, shares are jointly held, for the members voting through physical, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member and for the members voting through electronic means, e-voting to be done by the first named member and in his / her absence by the next named member.
9. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by a certified copy of the Board Resolution / Authority letter together with attested specimen signature(s) of the duly authorized signatory(ies), giving requisite authority to the person voting on the Postal Ballot Form, in case the voting is done in the physical form. In case,



## Sanco Trans Limited

the said members are voting through electronic means, they are requested to send the aforesaid documents together with the specimen signature of authorized signatory to the scrutinizer through e-mail at (i) [akjainassociates@gmail.com](mailto:akjainassociates@gmail.com) or (ii) [shareholder@sancotrans.com](mailto:shareholder@sancotrans.com) and a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) (CDSL).”

10. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at instruction **No.6 above**. Unsigned Postal Ballot Form shall be rejected.
11. For member voting through the physical Postal Ballot Form, a tick (√) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
12. The vote (through physical/e-voting) in this Postal Ballot cannot be exercised through proxy.
13. Kindly note that members can opt only one mode of voting i.e. either by Postal Ballot form or e-voting. In case of receipt of vote by both the modes, voting casted through e-voting shall prevail and voting casted by Postal Ballot shall be treated as invalid.
14. The Scrutinizer will submit his report to the Chairman after scrutiny of the Postal Ballot forms and voting by the members through electronic means and the result of the Postal Ballot shall be declared by the Chairman, or in his absence, by any other person authorised by the Chairman, on 26.02.2020 at S.T. Tower, New no. 24 & 25, II Floor, Second Line Beach Road, Chennai – 600 001. The resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman or by the authorized person, if the result of the Postal Ballot indicated that the requisite majority of the Members had assented to the resolution. The result of the Postal Ballot shall also be announced through newspaper advertisement and shall be posted on the website of the Company [www.sancotrans.com](http://www.sancotrans.com) besides communicating to BSE Limited.
15. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days during normal business hours, upto the date of declaration of the result of Postal Ballot.
16. Members may also note that the Notice of Postal Ballot will also be available on the company's website i.e. [www.sancotrans.com](http://www.sancotrans.com) for downloading.
17. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting with postal ballot form will be sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and manner of e-voting is being sent in the permitted mode.
18. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
19. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.

By order of Board  
For SANCO TRANS LIMITED

Place: Chennai  
Date: 01.01.2020

PRASANNA N  
Company Secretary



## ANNEXURE TO THE NOTICE

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

The statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts relating to the Special Business mentioned in the accompanying notice are as follows:

#### Item No.1

Mrs. Devaki Santhanam is a Non-Executive and Non-Independent Director of the Company. She is one of the promoters of the Company and holds directorship in the Company since its incorporation. She has been an active member of the Board. Her contributions and guidance have played a major role in the growth of the company.

Mrs. Devaki Santhanam 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 was re-appointed as the Non-Executive and Non-Independent Director of the Company, pursuant to Section 152 of the Companies Act, 2013, with more than three-fourth majority in the Thirty Ninth Annual General Meeting (39<sup>th</sup> AGM) of the Company held on September 14, 2019 and continues to hold directorship till she retires by rotation in the future.

Pursuant to Regulation 17(1A) of the Listing Regulations, Special Resolution for continuation of her directorship in the Company with effect from April 01, 2019 and for her current term with effect from 39<sup>th</sup> AGM will be required to be passed. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that, given her experience and contributions made by her during her Directorship, the continued association of Mrs. Devaki Santhanam would be beneficial to the Company and it is desirable to continue to avail her services as Director of the Company. Hence the Board recommends the Special resolution set out at Item No. 1 of the Notice of the Postal Ballot for the approval of the members.

Profile and justification for continuation of the directorship:

1.	Name of the Director	Mrs. Devaki Santhanam
2.	Date of Birth:	02.11.1941
3.	Age:	77 years
4.	Justification for continuation:	She holds Directorship in the Company since its incorporation and having experience for four decades. She is the woman Director in the Board pursuant to Section 149 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Her continuation in the Board would be of immense benefit to the Company.
5.	Directorship in other companies including listed companies	1. Sanco Estates and Farms Private Limited 2. Premium Mint and Herbs Private Limited
6.	Shareholding in the Company	Mrs. Devaki Santhanam is holding 212,750 shares in the company.
7.	Relationship with other Directors/Key Managerial Personnel	Mrs. Devaki Santhanam is sister of Mr. V. Upendran, Managing Director and mother of Mr. S. Sathyanarayanan, Joint Managing Director. She is not related to any other Directors/Key Managerial Personnel.



# Sanco Trans Limited

Mr. V. Upendran and Mr. S. Sathyanarayanan being relatives of Mrs. Devaki Santhanam and Mrs. Devaki Santhanam herself, are concerned or interested in the resolution. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

By order of Board  
For SANCO TRANS LIMITED

Place: Chennai  
Date: 01.01.2020

PRASANNA N  
Company Secretary

## INSTRUCTIONS:

### VOTING IN PHYSICAL FORM:

1. Members desiring to exercise their votes by Physical Postal Ballot are requested to carefully read in the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed self addressed self addressed envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board and address to which duly completed postal ballot form is to be sent.
3. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent receiving in any other form shall be considered as invalid.
4. The envelope containing the Postal Ballot should reach the Scrutinizer not later than the close of working hours i.e. 06.00 P.M. on 25.02.2020. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Member(s) has not been received.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick (√) mark in the appropriate column.
6. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
7. There will be one Postal Ballot Form to every Folio/Client ID irrespective of the number of joint holders.
8. A member may request for duplicate postal ballot form, if so required. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified at **instruction No.4 above**.
9. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanying by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorised signatories.
10. Incomplete, unsigned or incorrectly ticked Ballot form will be rejected.
11. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.



12. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self addressed postage prepaid envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer as well as no extra comments to be written on the Postal Ballot Form as otherwise the same will be considered as invalid.

## E-VOTING

- i. The voting period begins on 27.01.2020 (09.00 A.M IST) and ends on 25.02.2020 (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 i.e. 10.01.2020 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](http://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](http://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> <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- 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



## Sanco Trans Limited

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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).







## 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;

Website: www.sancostrans.com; Email: shareholder@sancostrans.com

### POSTAL BALLOT FORM

Ballot Serial No.

1. Name(s) of Member(s)  
including joint holders,if any  
(in BLOCK LETTERS)
2. Registered Address of the Sole / First Named member
3. Registered Folio No. / \*DP ID No. & Client ID No.  
(\*Applicable to investors holding shares in dematerialized form)
4. Number of shares held

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business in the Notice of the Company dated 01.01.2020 by conveying my / our assent or dissent to the said resolutions, by placing tick (√) mark at the appropriate box below:

Item No.	Brief particulars of the resolutions	Number of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Continuation of directorship of Mrs. S. Devaki as Non-Executive and Non-Independent Director of the Company.			

\_\_\_\_\_  
(Signature of the Sole / First / Joint Member)

Place:

Date:

## **GENERAL INSTRUCTIONS:**

1. The Voting rights for the equity shares are one vote per Equity Share, registered in the name of the member.
2. Voting period commences on and from 27.01.2020 and ends on 25.02.2020
3. The company has appointed Mr. Balu Sridhar, Practicing Company Secretary, Chennai as the Scrutinizer for conducting the postal ballot through physical and e-voting process in a fair and transparent manner.
4. Any query in relation to the resolution proposed to be passed by the Postal Ballot may be sent to shareholder@sancotrans.com.
5. The notice will be sent to all the Members, whose names appear on the Register of Members and /list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited on 10.01.2020. The voting shall be reckoned in proportion to the paid up equity share capital held by the Members as on 10.01.2020.
6. Kindly note that the Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. If you are option for e-voting, then do not vote by physical ballot also and vice versa. However, in case a Member has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical ballot and the voting by physical ballot will be treated as invalid.
7. The date of declaration of results of the postal ballot (i.e. 26.02.2020) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
8. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
9. The voting in this Postal Ballot cannot be exercised through proxy.
10. Electronic copy of the postal ballot notice inter-alia indicating the process and manner of e-voting with postal ballot form is being sent to all the members whose e-mail id are registered with the company / depository participants for the communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the notice of the postal ballot inter-alia indicating the process and the manner of e-voting is being sent in the permitted mode.