



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 NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Ninth Annual General Meeting of Sanco Trans Limited will be held at The Music Academy, Mini Hall, New No. 168 (Old No. 306), T.T.K Road, Royapettah, Chennai – 600 014 on Saturday, the 14th September 2019 at 04.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - (i) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 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, 2019 and the Report of Auditors thereon.
2. To declare a dividend for the year ended March 31, 2019.
3. To appoint a Director in place of Mrs. Devaki Santhanam (DIN: 02369367), Director, who retires by rotation and, being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. S. Sathyanarayanan as Joint Managing Director of the Company.

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

“RESOLVED that pursuant to the provisions of sections 152(6), 196, 197, 198 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 Joint Managing Director of the Company, liable to retire by rotation, for a period of three years effective from April 01, 2019 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Ninth Annual General Meeting of the Company 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 Mr. V. Upendran (DIN: 00557511), 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.”

5. Re-appointment of Mr. S. R. Srinivasan as Director - Finance of the Company

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

“RESOLVED that pursuant to the provisions of sections 152(6), 196, 197, 198 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 of the Company, liable to retire by rotation, for a period of three years effective from June 01, 2019 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Ninth Annual General Meeting of the Company 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 Mr. V. Upendran (DIN: 00557511), 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. Re-appointment of Mr. U. Udayabhaskar Reddy as Whole Time Director

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

“RESOLVED that pursuant to the provisions of sections 152(6), 196, 197, 198 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: 03559408) as Whole Time Director of the Company, liable to retire by rotation, for a period of three years effective from August 01, 2019 upon the terms and conditions of appointment and remuneration as mentioned in the Explanatory Statement annexed to the notice of the Thirty Ninth Annual General Meeting of the Company 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 Mr. V. Upendran (DIN: 00557511), 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. Re-appointment of Mr. R. Vijayaraghavan as Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. R. Vijayaraghavan (DIN: 00026763), who was appointed as an Independent Director and who holds office of Independent Director upto September 14, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years on the Board of the Company from September 15, 2019 till September 14, 2024.”

“RESOLVED FURTHER THAT Mr. V. Upendran (DIN: 00557511), 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. Re-appointment of Mr. V. Shankar as Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. V. Shankar (DIN: 03431334), who was appointed as an Independent Director and who holds office of Independent Director upto September 14, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years on the Board of the Company from September 15, 2019 till September 14, 2024.”

“RESOLVED FURTHER THAT Mr. V. Upendran (DIN: 00557511), 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.”

9. Re-appointment of Mr. V. Govind as Independent Director

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

“RESOLVED that pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. V. Govind (DIN: 00839391), who was appointed as an Independent Director and who holds office of Independent Director upto September 14, 2019 and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years on the Board of the Company from September 15, 2019 till September 14, 2024.”

“RESOLVED FURTHER THAT Mr. V. Upendran (DIN: 00557511), 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

Place: Chennai
Date: 20.07.2019

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



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 39th AGM for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from 08.09.2019 to 14.09.2019 (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 BSE Limited has been paid upto 31.03.2020.
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. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide Ministry of Corporate Affairs notification dated May 07, 2018. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors who were appointed in the 37th Annual General Meeting held on September 18, 2017 and hold office till the conclusion of the Forty Second Annual General Meeting of the Company
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 as on last Annual General Meeting i.e. 19th September, 2018, 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 transferred all shares in respect of which dividend declared for the financial year 2010-11 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

10. Electronic copy of the Annual Report for financial year 2018–19 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 2018-19 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 39th Annual General Meeting and the Annual Report for financial year 2018-19 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, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (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 11th September, 2019 (09.00 A.M IST) and ends on 13th September, 2019 (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 (07.09.2019) 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.



Sanco Trans Limited

(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"> 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).

- (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.



Sanco Trans Limited

- (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 07th day of September, 2019.
 - (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, Partner of M/s. A. K. Jain & Associates, Practising Company Secretaries, Chennai 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.



13. 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	Mrs. Devaki Santhanam
2.	Date of Birth:	02.11.1941
3.	Age:	77
4.	Profile:	Mrs. Devaki Santhanam holds directorship in the company since its incorporation. 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.
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..

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 set out at Item No. 03.

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

Item No.4:

The Board of Directors of the Company at its meeting held on March 16, 2019 reappointed Mr. S. Sathyanarayanan as Joint Managing Director of the Company for a period of three years effective from April 01, 2019. 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 the 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

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. S. Sathyanarayanan, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

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.

Since the proposed 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:

(Rs. In Lakhs)

Year ended 31st March	Revenue	Profit after tax	Total Comprehensive income	Net worth	Fixed Assets -net	Earnings per share (Rupees)
2015	7677.93	235.67	NA	9844.53	11460.48	13.09
2016	7723.34	107.36	NA	9912.89	11702.08	5.96
2017*	8481.53	68.00	63.92	9747.38	11103.87	1.81
2018*#	9122.94	(79.29)	(75.14)	9326.27	10394.77	(4.41)
2019*#	10830.58	(37.27)	(54.89)	9322.49	9976.87	(2.07)

*Figures are regrouped/restated as per Indian Accounting Standards

#Figures of M/s. Sanco Transport Limited, erstwhile wholly owned subsidiary, included subsequent to approval of merger.



II. Information about the appointee:

1.	Background details	Mr. S. Sathyanarayanan, 45 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. 3,50,000/- per month with effect from April 01, 2016 including salary and perquisites.
3.	Recognition and awards	He was Executive Committee Member of Indo-Australian Chamber of Commerce and India-Asean-Sri Lanka Chamber of Commerce & Industry
4.	(i) Job profile and nature of his expertise	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 24 years as Director of the company including 14 years as Deputy Managing Director makes him ideally suitable for the said position with the said remuneration.
5.	Remuneration proposed	Rs. 3,50,000/- per month including salary, allowances and perquisites 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 200500 Equity Shares of Rs.10 each in the Company. He is son of Mrs. Devaki Santhanam, Director.
8.	Directorship in other companies and membership of Committees of the board.	<ol style="list-style-type: none"> 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. Tirwin Management Services Private Limited <p>Membership in Committees of Board: Sanco Trans Limited Chairman – Corporate Social Responsibility Committee Member – Finance & Investment Committee</p>



III. Other Information:

(1) Reason for loss or inadequate profits:

The loss suffered during the previous year has arisen mainly on account of reduced storage revenue in Container Freight Station operations, increased handling charges in all areas of operations and additional amortisation/depreciation of the warehouse.

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

Measures have been taken to exit the contracts with huge operational costs and with a low margin.

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

The company has taken steps to reduce the costs in all possible areas of its operations which will improve the profits in coming years.

Mrs. Devaki Santhanam 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 Joint Managing Director. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the members.

Item No.5:

The Board of Directors of the Company at its meeting held on March 16, 2019 reappointed Mr. S. R. Srinivasan as Director - Finance of the Company for a period of three years effective from June 01, 2019. 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 the Nomination and Remuneration Committee.

1. Monthly remuneration

Rs. 2,00,000/- (Rupees Two Lakhs only) towards i) salary - Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) and ii) allowances - 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



Sanco Trans Limited

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

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. S.R. Srinivasan, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

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.

Since the proposed 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:

(Rs. In Lakhs)

Year ended 31st March	Revenue	Profit after tax	Total Comprehensive income	Net worth	Fixed Assets -net	Earnings per share (Rupees)
2015	7677.93	235.67	NA	9844.53	11460.48	13.09
2016	7723.34	107.36	NA	9912.89	11702.08	5.96
2017*	8481.53	68.00	63.92	9747.38	11103.87	1.81
2018*#	9122.94	(79.29)	(75.14)	9326.27	10394.77	(4.41)
2019*#	10830.58	(37.27)	(54.89)	9322.49	9976.87	(2.07)

*Figures are regrouped/restated as per Indian Accounting Standards

#Figures of M/s. Sanco Transport Limited, erstwhile wholly owned subsidiary, included subsequent to approval of merger



II. Information about the appointee:

1.	Background details	Mr. Srinivasan, 66 years of age, 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. 2,00,000/- per month with effect from June 01, 2016 including salary and allowances..
3.	(i) Job profile and nature of his expertise	As Director, he is in charge of the management finance and accounts of the Company
	(ii) His suitability	His experience for the last 41 years in various capacities including 8 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 and allowances 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/Key Managerial Personnel.
7.	Directorship in other companies and membership of Committees of the board.	Directorship: Nil Membership in Committees of Board: Sanco Trans Limited Member – Stakeholder Relationship Committee Member – Finance & Investment Committee

III. Other Information:

Other information provided in Explanatory Statement for Item no. 4 shall be referred:

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.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the members

Item no. 6

The Board of Directors of the Company at its meeting held on March 16, 2019 reappointed Mr. U. Udayabhaskar Reddy as Whole Time Director of the Company for a period of three years effective from August 01, 2019. 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 the Nomination and Remuneration Committee:

1. Monthly remuneration

Rs. 2,00,000/- (Rupees Two Lakhs only) towards i) salary - Rs. 1,45,000/- (Rupees One Lakh Forty Five Thousand only) and ii) allowances - Rs. 55,000/- (Rupees Fifty 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

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. U. Udayabhaskar Reddy, the Company has no profits or the profits of the Company are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

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.

Since the proposed 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



Sanco Trans Limited

(3) Financial Highlights:

(Rs. In Lakhs)

Year ended 31st March	Revenue	Profit after tax	Total Comprehensive income	Net worth	Fixed Assets -net	Earnings per share (Rupees)
2015	7677.93	235.67	NA	9844.53	11460.48	13.09
2016	7723.34	107.36	NA	9912.89	11702.08	5.96
2017*	8481.53	68.00	63.92	9747.38	11103.87	1.81
2018*#	9122.94	(79.29)	(75.14)	9326.27	10394.77	(4.41)
2019*#	10830.58	(37.27)	(54.89)	9322.49	9976.87	(2.07)

*Figures are regrouped/restated as per Indian Accounting Standards

#Figures of M/s. Sanco Transport Limited, erstwhile wholly owned subsidiary, included subsequent to approval of merger

II. Information about the appointee:

1.	Background details	Mr. U. Udayabhaskar Reddy, 47 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. 2,00,000/- per month with effect from August 01, 2016 including salary and allowances.
3.	(i) Job profile and nature of his expertise	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 11 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 and allowances 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 son of Mr. V. Upendran, Managing Director
7.	Directorship in other companies and membership of Committees of the board.	Directorship: Sanco Clearance Limited Membership in Committees of Board: Sanco Trans Limited Member – Stakeholder Relationship Committee Member – Finance & Investment Committee



III. Other Information:

Other information provided in Explanatory Statement for Item no. 4 shall be referred.

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 Joint Managing Director. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for the approval of the members.

Item no. 7, 8 & 9:

Mr. R. Vijayaraghavan (DIN: 00026763), Mr. V. Shankar (DIN: 03431334) and Mr. V. Govind (DIN: 00839391) were appointed as Independent Directors of the Company by the Members on September 15, 2014 to hold office for five consecutive years pursuant to Section 149 of the Companies Act, 2013, (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges. They hold office till September 14, 2019.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, based on the performance evaluation of Independent Directors, has recommended the re-appointment of Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind for a second term of five consecutive years on the Board of the Company from September 15, 2019 upto September 14, 2024.

The Board, based on the performance evaluation and recommendation of NRC, considers that, given their background, experience and contributions made by them during the tenure, the continued association of Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors of the Company, not liable to retire by rotation, for a term of five consecutive years on the Board of the Company.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind for the office of Independent Directors of the Company.

Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.

In the opinion of the Board, Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind fulfil the conditions for appointment as Independent Directors as specified in the Act and the SEBI Listing Regulations and are independent of the management. Copy of draft letters of appointment of Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind setting out the terms and conditions of appointment are available for inspection by members at the registered office of the Company.

Details of Directors whose reappointment as Independent Directors is proposed at Item Nos. 7 to 9 are given below pursuant to the provisions of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.



Sanco Trans Limited

Name of the Director	Mr. R. Vijayaraghavan	Mr. V. Shankar	Mr. V. Govind
Date of birth and age	02.01.1950; 69 years	16.06.1948; 71 years	19.06.1974; 45 years
Qualifications	Graduate in Law and a Post Graduate in Science, Business Administration.	Commerce graduate from University of Madras and a qualified Chartered Accountant and Company Secretary	Graduate in Commerce and a Post Graduate in Management from ITM, Chennai
Brief resume/ experience/ Expertise in specific functional areas	He is a practicing lawyer and tax consultant for more than two decades and is present Senior Partner of M/s. Subbaraya Aiyar Padmanabhan and Ramamani, a law firm based in Chennai. He is specialised in taxation matters and Corporate Law matters.	Post qualification he has undergone stints for over three decades in Corporate Finance, Management, Secretarial and Corporate Fund raising activities. At present he is an Independent Corporate consultant rendering a gamut of services in areas of Finance, in Secretarial matters, in mergers and acquisitions and other allied areas	He is an entrepreneur with various business and social interest. He is associated with the business of building materials, plantations and agro inputs. He heads the Lotus group of Companies.
Inter se relationships with Directors/ Key Managerial Personnel	Nil	Nil	Nil
Directorship in Other Board.	<ol style="list-style-type: none"> 1. T Stanes and Company Limited 2. Sundaram -Clayton Limited 3. India Nippon Electricals Limited 4. Lucas TVS Limited 5. Lucas Indian Service Limited 6. Delphi-TVS Technologies Limited 7. Bimetal Bearings Limited 	Nil	<ol style="list-style-type: none"> 1. Lotus Roofings Limited 2. Polytough Tubes Limited 3. Ten square Chennai Developers Private Limited 4. Micol Distributors Private Private Limited 5. The Mysore Fertilisers co Private Limited 6. The Devashola Nilgiris Tea Estate Limited 7. Ten Square Reality Private Limited 8. Ten square Property Developers Private Limited 9. Ten Square Estates Private Limited 10. Tamara Hospitality Ventures Private Limited 11. Vetri Pressings, Plastics Components Private Limited



Sanco Trans Limited

<p>Chairman/ Member of Committees of the Boards of which he is a Director</p>	<p>1. Sanco Trans Limited: Chairman – Audit Committee Chairman – Nomination & Remuneration Committee</p> <p>2. T Stanes and Company Limited: Member – Audit Committee Member – Nomination & Remuneration Committee</p> <p>3. Sundaram -Clayton Limited: Member - Stakeholder Relationship Committee Member – Nomination & Remuneration Committee</p> <p>4. India Nippon Electricals Limited: Chairman - Stakeholder Relationship Committee Member – Audit Committee Member – Nomination & Remuneration Committee</p> <p>5. Lucas TVS Limited: Chairman – Audit Committee Chairman – Corporate Social Responsibility Committee Member - Nomination & Remuneration Committee</p> <p>6. Lucas Indian Service Limited: Chairman – Audit Committee Chairman – Nomination & Remuneration Committee Member – Corporate Social Responsibility Committee</p> <p>7. Delphi-TVS Technologies Limited Chairman – Audit Committee</p> <p>8. Bimetal Bearings Limited: Member – Audit Committee Member – Nomination & Remuneration Committee</p>	<p>1. Sanco Trans Limited: Chairman – Stakeholder Relationship Committee Member – Audit Committee Member – Nomination & Remuneration Committee</p>	<p>1. Sanco Trans Limited: Member – Audit Committee Member – Corporate Social Responsibility Committee</p> <p>2. Lotus Roofings Limited: Member – Stakeholder Relationship Committee</p>
<p>Remuneration proposed</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
<p>Shareholding in the Company</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>



Sanco Trans Limited

None of the Directors and Key Management Personnel of the Company and their relatives, is in anyway, concerned or interested, financially or otherwise, in the resolutions nos. 7, 8 and 9 except Mr. R. Vijayaraghavan, Mr. V. Shankar and Mr. V. Govind respectively.

The Board recommends the Special Resolutions set out at Item Nos. 7, 8 and 9 of the Notice, for approval by the members.

For other details such as number of meetings of the Board attended during the year, remuneration drawn in respect of the aforesaid Directors, refer to the Corporate Governance report forming part of Annual Report being sent separately.

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: 20.07.2019

ROUTE MAP

ROUTE MAP TO THE VENUE OF THE
THIRTY NINTH ANNUAL GENERAL MEETING
ON SATURDAY, SEPTEMBER 14, 2019 AT 04.00 PM

