

**RAJSHREE SUGARS & CHEMICALS LIMITED**

Regd Office: 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004.  
Tel (0422) 4226222 Fax (0422) 2577929 CIN: L01542TZ1985PLC001706  
E-Mail: rscl@rajshreesugars.com; Website: www.rajshreesugars.com

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Monday, the 30th September 2019 at 10.00 AM at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore 641 018 to transact the following business:

**ORDINARY BUSINESS**

**1) Adoption of the audited financial statements of the Company**

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

"RESOLVED that the audited financial statements of the Company for the financial year ended 31st March 2019 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow & Changes in Equity for the year ended on that date, together with the Board's Report and the Auditors' Report thereon as circulated to the members and presented to the meeting, be and are hereby adopted."

**2) Reappointment of Director retiring by rotation**

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

"RESOLVED that Mr.R.Varadarajan (DIN 00001738) Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:**

**3) Remuneration for Cost Auditor**

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

"RESOLVED that the Company do hereby confirm and ratify in terms of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration approved by the Board of Directors on the recommendation of the Audit Committee, for M/s.S.Mahadevan & Co., Cost Accountants (Firm Registration No.000007) for conducting the audit of the cost records for the products sugar, cogeneration of power and industrial alcohol of the Company for the financial year ending March 31, 2020, as set out below exclusive of applicable taxes and out of pocket expenses:

<b>Product</b>	<b>Amount ₹</b>
Sugar	80,000/-
Co-generation of power	45,000/-
Industrial Alcohol	25,000/-

**4) Appointment of Mr.K.Ilango as an Independent Director**

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereon for the time being in force) Mr.K.Ilango (holding DIN: 00124115) who has been recommended for appointment by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice under Section 160 of the Companies Act,2013 has been received by the Company be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from the date of this 33rd Annual General Meeting."

**5) Appointment of Mr. S. Krishnaswami as an 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, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereon for the time being in force) Mr.S.Krishnaswami (holding DIN:08530320) who has been recommended for appointment by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received by the Company be and is hereby appointed as an Independent Director of the Company, despite his age of 75 years or above, to hold office for a period of three consecutive years from the date of this 33rd Annual General Meeting."

**6) Appointment of Mr. S. Vasudevan as an Independent Director**

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereon for the time being in force) Mr.S.Vasudevan (holding DIN:01567080) who has been recommended for appointment by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice under Section 160 of the Companies Act, 2013 has been received by the Company be and is hereby appointed as an Independent Director of the Company, to hold office for a period of five consecutive years from the date of this 33rd Annual General Meeting."

By Order of the Board

Place : Coimbatore  
Date : 14th August 2019

**M.PONRAJ**  
Company Secretary

**NOTE:**

- 1) The Register of Members of the Company will remain closed from 24th September 2019 to 30th September 2019 (both days inclusive).
- 2) A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member.  

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrars and Transfer Agents of the Company, M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006.
- 4) The Company's equity shares are listed in the following stock exchanges at present.
  - a. National Stock Exchange of India Limited, Mumbai
  - b. BSE Limited, Mumbai
- 5) No dividend is pending for transfer to the Investor Education and Protection Fund (IEPF) except unpaid dividend of ₹ 39,729/- for the financial year 2009-10, which are kept pending transfer due to prohibition as per Court orders.
- 6) The details pertaining to Directors who are proposed to be appointed / reappointed, to be provided in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015 is furnished in the annexure.
- 7) Members desirous of obtaining any information concerning the financial statements and operations of the company are requested to address their queries in writing atleast two weeks before the meeting, so that the information may be made available at the meeting.

- 8) Electronic copies of the Annual Report and AGM Notice are being sent to all the members whose e-mail ID is registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID with the company or with the Depository Participants, physical copies of annual report and AGM notice are sent through the permitted mode separately.
- 9) Members who are holding shares in physical form and have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars etc., from the Company. The e-mail may be registered with the Registrar and Share Transfer Agents of the Company viz., M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006. (E-mail: info@skdc-consultants.com).

The members who are holding the shares in demat form are requested to update their email address with their depository participant.

However, the company can send a physical copy of the Annual Report upon receipt of a requisition from the member of the Company. The Annual Report is available in the website of your company [www.rajshreesugars.com](http://www.rajshreesugars.com) and for inspection at the Registered Office of the company during office hours.

Members are requested to support this Green Initiative by registering / updating their e-mail addresses for receiving electronic communications.

- 10) E-Voting option is provided to members pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please read carefully the instructions for 'e-Voting Process' attached to this notice. Cut-off date for determining the eligibility to vote by electronic means or at the AGM venue is 23rd September 2019.

The facility for voting, through ballot paper shall be made available at the venue of meeting. The members attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their vote through polling paper at the Annual General Meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- 11) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 12) The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business is annexed hereunder.
- 13) SEBI has notified vide Circular dated 20th April 2018 and 16th July 2018, that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Essentially, the shares in physical mode cannot be transferred after 5th December 2018. SEBI has extended the said deadline upto 31st March 2019 vide its Press Release No.49/2018 dated 3rd December 2018.

SEBI has further clarified the following, in this regard:

1. The above decision does not prohibit the investor from holding the shares in physical form; investor has the option of holding shares in physical form even after April 1, 2019.
2. Any investor who is desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so only after the shares are dematerialized.
3. The transfer deed(s) once lodged prior to deadline and returned due to deficiency in the document may be re-lodged for transfer even after the deadline of April 1, 2019.
4. The above decision is not applicable for demat of shares, transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement / interchanging of the order of name of shareholders) cases.

The shareholders are advised to take note of the same.

- 14) Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, we request the shareholders who are holding shares in physical mode and who have not furnished the PAN and Bank account details, to furnish the following:
- Self-attested copy of PAN card(s) of sole/joint holder(s) of shares; and
  - Bank details along with original canceled cheque leaf with the name of the sole/first holder printed on cheque leaf or copy of Bank Passbook attested by your Bank Manager.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

**Item No.2: Reappointment of Mr.R.Varadarajan (DIN 00001738) as Director**

The following details are furnished as required under the SEBI (LODR) Regulations, 2015.

Mr.R.Varadarajan (DIN 00001738) (Date of Birth: 22.4.1958), who retires by rotation and being eligible offers himself for reappointment. His brief profile is as follows:

Mr.R.Varadarajan has been working as an Executive / Wholetime Director of the Company since 5th June 2003.

He has a Masters' Degree in Business Management, has been associated with the Company since its inception and is currently the Wholetime Director of the organization.

He has had a brief stint as Head, Faculty of Management studies of the PSG College of Arts & Science, Coimbatore where he had undertaken a special assignment in designing and implementing a three year undergraduate management programme to groom future Chief Executive Officers of Family Owned Business.

He leads a team, which handles project management, strategic planning, legal affairs and general administration of the company. He has spearheaded the project team of the company through all stages of its development and expansion activities ranging from sugar to distillery to co-generation of power. Under his dynamic leadership, the company became the first ISO 9001:2000 certified integrated sugar complex in India, manufacturing sugar, alcohol, power, organic manure and bio-products.

The Nomination and Remuneration Committee at its meeting held on 20th May 2019 recommended his reappointment.

He holds Directorship and membership in Committees of other Companies as follows:

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Sri Krishna Potable Products Pvt Ltd	Nil
COCCA Art & Design Institute Pvt. Ltd.	Nil
Lakshmi Automatic Loom Works Ltd.	1

He holds membership in the following committees of the Company :

Stakeholder Relationship Committee	Member
Corporate Social Responsibility (CSR) Committee	Member
Share Transfer Committee	Chairman

He does not hold any share in the Company. Mr.R.Varadarajan has been granted 1,01,088 Stock Options under the Company's Employee Stock Option Plan 2012 (ESOP 2012) at an exercise price of ₹ 55.40 per stock option, in the year 2012. The stock options were not issued at discount. The exercise period would be a maximum of 4 years from the date of vesting of options. Out of 1,01,088 stock options granted, 66,971 options were lapsed without exercising. He is not a relative to any director of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except Mr.R.Varadarajan.

The Board recommends the Resolution furnished in agenda for approval of the shareholders.

**Item No.3: Remuneration for Cost Auditor**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s S.Mahadevan & Co. Cost Auditors to conduct the audit of the cost records of the Company in respect of the products sugar, cogeneration of power and industrial alcohol, for the financial year ending March 31, 2020 as set out below excluding applicable taxes and out of pocket expenses:

<b>Product</b>	<b>Amount (₹)</b>
Sugar	80,000/-
Co-generation of power	45,000/-
Industrial Alcohol	25,000/-

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as determined by the Board on recommendation of Audit Committee, has to be ratified by the shareholders of the Company at the following general meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution furnished in agenda for approval by the shareholders.

**Item No.4 to 6: Appointment of Independent Directors**

Mr.R.C.H.Reddy, Mr.G.S.V.Subba Rao, Mr.G.R.Karthikeyan and Dr.K.Mohan Naidu are the present Independent Directors of the Company whose second term as Independent Directors will expire on 28th August 2019 or the date of 33rd Annual General Meeting whichever is later.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors have proposed the appointment of the following persons as Independent Directors for a tenure as specified in the resolutions furnished in the Agenda:

- 1) Mr. K. Ilango
- 2) Mr. S. Krishnaswami and
- 3) Mr. S. Vasudevan

The proposed appointees have also furnished declarations that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16 of SEBI (LODR) Regulations, 2015. They have also submitted the declaration stating that they 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.

In the opinion of the Board, the said Directors fulfill the conditions for appointment as Independent Directors as specified in the Act, rules and the SEBI (LODR) Regulations, 2015 and that the proposed Directors are independent of the management.

As per regulation 17(1A) of SEBI (LODR) Regulations, 2015, no listed entity shall appoint a person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. In this regard, we would like state that Mr.S.Krishnaswami (Aged 81 years) has more than 40 years of corporate management experience of which 7 years at Board level. He has wide exposure to all aspects of management and governance and will bring significant knowledge and wisdom to strategic planning and process to the Company.

All the proposed Directors are having widespread knowledge in the field of management and technical expertise and are very instrumental in sharing their experience to the growth of the company.

Copy of the draft letters of their appointments / reappointments as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. The terms and conditions would also be posted in the website of the Company.

Details of the Director/s seeking appointment/re-appointment at the Annual General Meeting in pursuance of Regulation 36 of the SEBI (LODR) Regulations, 2015

**i. Mr.K.Ilango (DIN 00124115 Date of Birth: 23.7.1964)**

Mr.K.Ilango, born on 23.7.1964, is the Managing Director of RSM Autokast Ltd. which manufactures Auto Components. He was recognized as an outstanding Alumni by PSG Charities in the year 2010. He graduated in Bachelor of Engineering from Government College of Technology in 1985.

He was the Chairman of CII Coimbatore Zone for the year 2014-15. He was also the Founder President of TiE Coimbatore Chapter.

He was the President of CODISSIA (The Coimbatore District Small Industries Association) for the period 2008-10. He is a member of the Governing Council of CODISSIA Intec Technology Centre and Director of CODISSIA Industrial Park Ltd.

He was the National President of Round Table India (2001-02) as well as the Chairman of the Asia Pacific Region of Round Table International (2002-03) and World Council of Service Clubs (WOCO). He is at present a Trustee and Chairman of the Round Table India Foundation.

Mr.Ilango was the Chairman of the Board of Governors of Government College of Technology, Coimbatore (2010 - 2016). Mr.Ilango was the Secretary of the Tamil Nadu Electricity Consumers Association (TECA) and Past President of Coimbatore District Table Tennis Association.

**Other Directorships**

**Membership in Committees**

RSM Autokast Limited	1
Tamil Nadu Electricity Consumers' Association	--
KKR Securities Private Limited	--
Codissia Industrial Park Limited	--
Codissia Industrial Infrastructure Up gradation Services	--

He does not hold any share in the Company. He is not a relative to any director of the Company.

Other than the appointee, none of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**ii. Mr.S.Krishnaswami (DIN 08530320) (Date of Birth: 2.3.1938)**

EDUCATION : MA (Economics) MA (English) MA (NDP), PG Dip (NYS), DSM, MA (Vaishnavism), M.Phil. (Vaishnavism), MBA.

EMPLOYEMENT : Wholetime Director, SICAL (South India Corporation Agencies Limited) December 1994 – December 1999.

Joined Tubes and Malleables Ltd in 1963 and was its General Manager until 1994 when inducted as Wholetime Director, SICAL. Tubes and Malleable Limited later merged with SICAL.

Served as Director (Marketing), Swastik Pipes Ltd, Delhi until 2003; between 2003 and 2006 was Group President, Vijay Group of Companies, Bangalore; from 2008 to 2018 was President, Unicorn Scaffolding (P) Ltd, Delhi and its group companies.

**SERVICE ACTIVITIES:**

1. Was Managing Trustee of Coimbatore Yoga Centre affiliated to Bihar School of Yoga (BSY), Munger, Bihar.

2. Rotary International:

Joined Rotary in 1967 and became District Governor 1989–1990. Presently a member of the Rotary Club of Madras and doing several world community service projects in India and abroad. Have attended 29 Rotary Conventions annually in many cities in USA, Canada, Europe, Australia, UK, Japan and in cities in Asia such as Singapore, Bangkok and Seoul. Was a GSE (Group Study Exchange) Team Leader to Denmark in 1986 and through contacts with Rotarians there obtained over one million doses of polio and measles vaccines to be administered to infants below 5 years of age within Rotary District 320. Also through contacts with Japanese Rotarians was able to obtain over one million doses of polio vaccines in 1985.

3. Currently – Advisor, Srivalli Varadaraj Matric Higher Secondary School, Varadaraj Nagar, Theni District.

**SPORTS :** Keen sportsman in cricket and badminton. Cricket: Represented school and colleges and was Captain of Presidency College Cricket Team, Madras and later Stanes Cricket Team, Coimbatore.

**Badminton :** Coimbatore District Badminton Doubles Champion and Tamil Nadu State Veteran Doubles Badminton champion.

He does not have any other Directorship in any other Company.

He does not hold any share in the Company. He is not a relative to any director of the Company.

Other than the appointee, none of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

**iii. Mr. S. Vasudevan (DIN 01567080) (Date of Birth: 15.5.1954)**

Mr.S.Vasudevan, is having professional experience of 40 years and his brief profile is as below:

- |           |  |
|-----------|--|
| 1988-1993 | Was part of the core team of professionals that launched the property development business of Sanmar Group   |
| 1993-2005 | Joined the Senior management team of A.C.Muthiah-SPIC Group. Started the Property development business – MAC Property Development Limited – Developed the first commerce park (a group of commercial buildings) in Chennai.<br><br>As Managing Director of the Group company, SICAL Logistics, developed the Container Freight Station (CFS) and Coal handling facility at Ennore. |
| 2006      | Was responsible for the launch of the IT / ITES SEZ of DLF Group in Chennai, as Chief Executive (Southern Region)  |
| 2007-2018 | Started the first integrated township project (Developer: RGE Constructions and Development Private Limited), closer to Chennai City, as part of assignment as Director (Operations) with Embassy Group<br><br>As a Chartered Accountant, was responsible for fund raising and Restructuring of debts in all the assignments.  |

He does not hold any share in the Company. He is not a relative to any director of the Company.

Other than the appointee, none of the Directors/Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Resolutions furnished in the agenda, in respect of all the three proposed Independent Directors, for approval of the shareholders.

By Order of the Board

Place : Coimbatore  
Date : 14th August 2019

**M.PONRAJ**  
Company Secretary

## **VOTING THROUGH ELECTRONIC MEANS**

In compliance with the provisions of Regulation 44 of SEBI (LODR) Regulations, 2015 read with section 108 of the Companies Act 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 33rd Annual General Meeting scheduled to be held on Monday, the 30th September 2019 at 10 AM and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

### **Details of persons to be contacted for issues relating to e-voting:**

S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor,  
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006  
Telephone No.91-422-4958995, 2539835, 2539836 Fax : +91-422-2539837  
Email ID : info@skdc-consultants.com | Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on 29th September 2019 at 5 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the company as on 23rd September 2019 (cut-off date for determining the eligibility to vote through electronic mode).

Mr.B.Krishnamoorthi, FCA, Practicing Chartered Accountant has been appointed as the scrutinizer to ensure that the e-voting process is conducted in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at the 33rd Annual General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within two days of conclusion of the meeting, to the Chairperson of the meeting. The Chairperson or such other Director / person authorized by the Chairperson, shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.rajshreesugars.com, Company's notice Board at the Registered office of the Company, website of CDSL viz., www.evotingindia.com and communicated to the Stock Exchanges namely NSE & BSE, where the shares of the Company are listed, immediately after the Chairperson declares the result.

The instructions for shareholders voting electronically are as under:

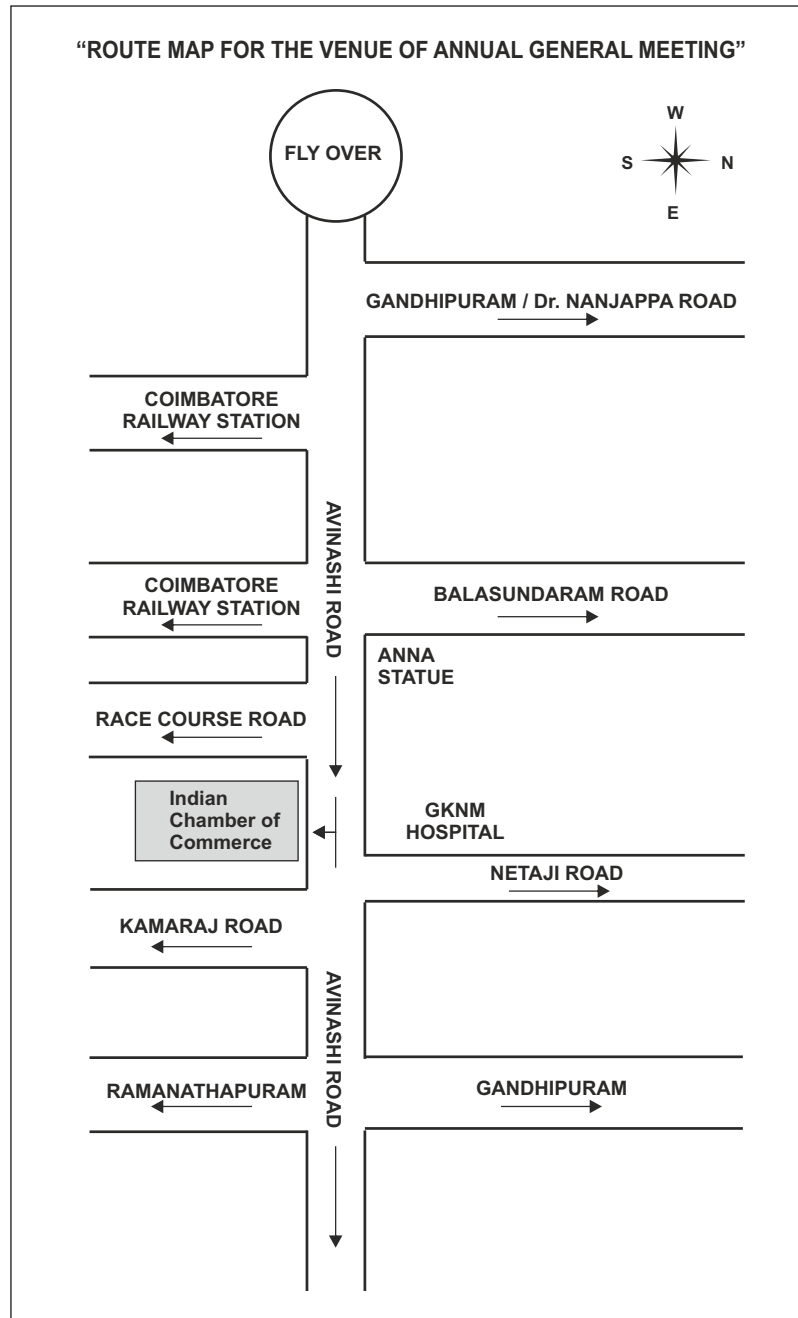
- (i) The voting period begins on 27th September 2019 at 9.00 AM and ends on 29th September 2019 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2019, may cast their vote electronically. 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.
- (vii) If you are a first time user follow the steps given below:



<b>For Members holding shares in Demat Form and Physical Form</b>	
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 sequence number provided at the attendance slip enclosed herewith in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If 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 EVSN relevant to Rajshree Sugars & Chemicals Limited.
- (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 printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Non - Individual Shareholders and Custodians
- a. 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.
  - b. 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).
  - c. 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.

- d. The list of accounts 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.
  - e. 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.
- (xix) 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).



**ATTENDANCE SLIP**

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018

Name & Address of the Shareholder

SEQUENCE No. :

FOLIO / DEMAT ID:

I hereby record my presence at the ANNUAL GENERAL MEETING at The Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018 on Monday the 30th September 2019 at 10.00 AM.

Signature of the Member or Proxy

No. of Shares held



**Form No. MGT-11  
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN	L01542TZ1985PLC001706
Name of the Company	Rajshree Sugars & Chemicals Limited
Registered Office	"The Uffizi", 338/8, Avanashi Road, Peelamedu, Coimbatore - 641 004
Name of the shareholder	
Registered address	
E-mail ID	
Folio No. / Demat ID	

I / we, being the shareholder(s) of ..... shares of the above named company, hereby appoint :

1	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

2	Name	
	Address	
	E-mail ID	
	Signature	

or failing him

3	Name	
	Address	
	E-mail ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 33rd Annual General Meeting of the company, to be held on Monday the 30th September 2019 at 10.00 am at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore - 641 018 and at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No. (✓)

Sl. No.	Subject	Assent	Dissent
1)	Adoption of the audited financial statements of the Company		
2)	Reappointment of Mr.R.Varadarajan, Director who is retiring by rotation		
3)	Remuneration for Cost Auditor		
4)	Appointment of Mr.K.Ilango as an Independent Director		
5)	Appointment of Mr.S. Krishnaswami as an Independent Director		
6)	Appointment of Mr.S.Vasudevan as an Independent Director		

Signed this ..... day of ..... 2019

Signature of shareholder :

Signature of Proxy holder(s) :

**Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**

