



**RAJSHREE SUGARS & CHEMICALS LIMITED**

Registered Office: 'The Uffizi', 338/8, Avanashi Road, Peelamedu  
Coimbatore 641 004.

Tel (0422) 4226222 Fax (0422) 2577929 CIN: L01542TZ1985PLC001706

E-Mail: [rscl@rajshreesugars.com](mailto:rscl@rajshreesugars.com); Website: [www.rajshreesugars.com](http://www.rajshreesugars.com)

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Thursday the 30<sup>th</sup> September 2021 at 4:00 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business. Deemed venue of the meeting will be the Registered office of the Company at 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004.

**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 31<sup>st</sup> March 2021 including Audited Balance Sheet as on that date, Statements of Profit and Loss and Cash Flow & Changes in Equity for the year ended on that date and the explanatory note annexed to/ forming part thereof, 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.Raja MJ Abdeen (DIN 905319), 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."

**3) Reappointment of M/s.S.Krishnamoorthy & Co., as Statutory Auditors**

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

"**RESOLVED** that pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). M/s S.Krishnamoorthy & Co., Chartered Accountants (Firm Registration No. 001496S), be and are hereby reappointed for the second term of five financial years from 2021-22 to 2025-26 as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors of the Company, from time to time."

“**RESOLVED FURTHER** that the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

#### **SPECIAL BUSINESS:**

##### **4) 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, 2022, as set out below exclusive of applicable taxes and out of pocket expenses:

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

##### **5) Borrowing Powers & conversion of loan into shares**

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

"**RESOLVED** that in part modification of the earlier resolutions passed in this regard at the 28th Annual General Meeting of the Company held on 8<sup>th</sup> September 2014, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and the rules, regulations and circulars issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the memorandum of association and articles of association of the Company, the consent of the members be and is hereby accorded to the Board of Directors (which power the Board may exercise by delegation to a duly constituted Committee thereof or Executive Director or any other principal officer of the Company) to borrow, any sum or sums of money for and on behalf of the Company from time to time at their discretion for the purpose of business of the Company from any one or more persons, firms, bodies corporate, bankers, financial institutions, non-banking finance companies, or from others by way of advances, deposits, fund or non-fund based facilities, debentures, bonds loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the assets and properties of the Company and/or of any other persons, firms or body corporates, whether movable or immovable or stock-in process and debts, and advances, notwithstanding that the sum or sums of moneys so borrowed together with the monies already borrowed by the Company and outstanding at any point of time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed at any time, the aggregate of the paid-up capital and free reserves by a sum not exceeding Rs.750 crores (Rupees seven hundred fifty crores only) in aggregate.

**“RESOLVED FURTHER** that pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and other applicable laws and memorandum of association and articles of association of the Company, approval of the members be and is hereby accorded to the Board of Directors to increase the subscribed capital of the Company on exercise by State Bank of India, Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited (“Lenders”) of an option, as a term attached to or in connection with the loan raised by the Company from them amounting to Rs.453.64 Crores (“Restructured Facilities”) under the terms of the restructuring documents executed or to be executed by the Company with the Lenders in relation to the Restructured Facilities (“Restructuring Documents”), to convert the outstanding amounts (whether due or payable or not) of the Lenders in part or whole, into equity shares of the Company, upon the occurrence of an Event of Default under the Restructuring Documents, or in a stressed situation for restructuring of debt of the company in accordance with the regulatory guidelines issued from time to time by the Reserve Bank of India (including but not limited to the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019, as amended from time to time) and subject to applicable laws, and which equity shares shall rank pari-passu with the other equity shares of the Company.”

**“RESOLVED FURTHER** that, subject to the applicable laws, the Company hereby authorizes the board of directors of the Company to delegate all or any of the powers herein conferred, to any one or more of the directors of the Company, with power to delegate to any officers of the Company to take all necessary action that may be required to give effect to the resolutions contained herein.”

**“RESOLVED FURTHER** that, for the purpose of giving effect to this resolution, the Board or any committee or person(s) authorized by the Board be and is/are hereby authorised to negotiate, finalise, settle, accept and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required or as the Board may in its absolute discretion deem necessary to give effect to this resolution including but not limited to negotiating, finalising and accepting the terms and conditions of all such monies to be borrowed, from time to time as to interest, repayment, security, conversion of whole or part of such loans into shares in the company.”

**“RESOLVED FURTHER THAT** a copy of these resolutions may be provided to any person (including any authorised representatives, agents, consultants or officers of such person) under the signatures of any Director or Company Secretary of the Company.”

**6) To adopt a new set of Articles of Association (AoA) of the company in line with Companies Act, 2013**

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

**“RESOLVED** that pursuant to the provisions of Section 5 and 14 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the alteration of the Company’s Articles of Association by adopting a new set of Regulations in place of the existing set of Regulations.”

**“RESOLVED FURTHER THAT** Mr.R.Varadarajan, Wholetime Director (DIN 1738), Mr.C.S.Sathiyarayanan, Chief Financial Officer and Mr.M.Ponraj, Company

Secretary, be and are hereby severally authorized to make any filings, disclosures and submissions as may be required under applicable laws and do all such acts, things and deeds as may be necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

By Order of the Board

Place: Coimbatore  
Date : 3<sup>rd</sup> September 2021

M.PONRAJ  
Company Secretary

**NOTE:**

- a) **The Register of Members of the Company will remain closed from 24<sup>th</sup> September 2021 to 30<sup>th</sup> September 2021 (both days inclusive).**
- b) 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, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028 (E-mail: info@skdc-consultants.com).
- c) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- d) 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
- e) No dividend is pending for transfer to the Investor Education and Protection Fund (IEPF) except unpaid dividend of Rs.39,729/- for the financial year 2009-10, which are kept pending transfer due to prohibition as per Court orders.
- f) 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 communications 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.

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

The Annual Report is available for inspection at the Registered Office of the Company during office hours. Shareholders may also visit the website of the Company [www.rajshreesugars.com](http://www.rajshreesugars.com) or the website of the Registrar and Transfer Agent [www.skdc-consultants.com](http://www.skdc-consultants.com) for downloading the Annual Report and Notice of the AGM.

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

- g) 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 Registered office of the Company.

- h) The Statement of material facts pursuant to section 102(1) of the Companies Act, 2013, in respect of special business is annexed hereunder.
- i) A shareholder 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 as per SEBI Circular dated 20<sup>th</sup> April 2018 and 16<sup>th</sup> July 2018. However, transmission or transpositions of securities are allowed in physical mode.
- j) 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:
  - a) Self-attested copy of PAN card(s) of sole/joint holder(s) of shares; and
  - b) Bank details along with original cancelled cheque leaf with the name of the sole/first holder printed on cheque leaf or copy of Bank Passbook attested by your Bank Manager.
- k) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for financial year 2020-21 or have questions with regard to the financial statements and the matters to be placed at the 35<sup>th</sup> AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to investor@rajshreesugars.com at least ten days in advance i.e. by 20<sup>th</sup> September 2021, before the start of meeting.
- l) e-AGM: Company has appointed M/s SKDC Consultants Limited, Registrars and Transfer Agents and National Securities Depositories Limited (NSDL) to provide Video Conferencing/ OAVM facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
- m) Members may note that since the meeting is being held through VC/ OAVM facility, attendance slip is not annexed to the Notice convening the 35<sup>th</sup> AGM.
- n) Members who would like to express their views or ask questions during the AGM may register themselves **as a speaker** by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@rajshreesugars.com on or before 5.00 PM (IST) on 25<sup>th</sup> September, 2021. Those Members who have registered themselves **as a speaker will only be allowed to express their views/ask questions during the AGM**. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- o) Voting through electronic means:

In compliance with the provisions of Regulation 44 of the Listing Regulations 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 35<sup>th</sup> Annual General Meeting scheduled to be held on Thursday, 30<sup>th</sup> September, 2021 at 4 PM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and the business may be transacted through e-voting. The Company has engaged the services of NSDL (National Securities Depositories Limited) 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 Limited  
Attn: Mr.Jayakumar K, Manager (Systems)

"Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road,  
Coimbatore 641 028.  
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 29<sup>th</sup> September 2021 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 23<sup>rd</sup> September 2021 (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 35<sup>th</sup> 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 NSDL viz., www.evoting.nsdl.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.

**E-VOTING INSTRUCTIONS FOR ANNUAL GENERAL MEETING (AGM) TO BE CONDUCTED THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM):**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No.20/2020 dated May 05, 2020 and Circular No.02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rajshreesugars.com](http://www.rajshreesugars.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Monday, 27<sup>th</sup> September 2021 at 9 AM and ends on Wednesday, 29<sup>th</sup> September 2021 at 5 PM**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **23<sup>rd</sup> September 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2021.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store              Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [bk.scrutiniser@gmail.com](mailto:bk.scrutiniser@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor@rajshreesugars.com](mailto:investor@rajshreesugars.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@rajshreesugars.com](mailto:investor@rajshreesugars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@rajshreesugars.com. The same will be replied by the company suitably.

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

**Item No.2: Reappointment of Mr.Raja M.J.Abdeen as Director**

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

Mr. Raja M.J.Abdeen (DIN 905319; Date of Birth: 19.6.1950), who retires by rotation and being eligible offers himself for reappointment. His brief profile is as follows:

He is a non-resident Indian based in Singapore with interests in shipping, travel and real estate. He has wide expertise in the field of administration, management and finance.

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

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Abdeen UK Ltd, London	Nil
Far Eastern Services P Ltd, Singapore	Nil
Straitsship Services P Ltd, Singapore	Nil
Straits Orient Agencies Pte Ltd	Nil
Rajnisha Textiles & Exports Pte Ltd	Nil
Straits Travel & Tours (Pte.) Ltd	Nil
Osjay Shipping & Forwarding (Sdn) Bhd, Malaysia	Nil
Straits Ship-Chandlers (1941) Pte Ltd.	Nil
Far Eastern Services (Malaysia) Sdn. Bhd	Nil
Eastern Straits Logistics Pte Ltd.	Nil

He does not hold any membership in the committees of the company.

He holds 10,10,000 (3.05%) equity shares in the Company as on the date of this notice.

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 the appointee.

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

#### **Item No.4: 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, 2022 as set out below excluding applicable taxes and out of pocket expenses:

<u>Product</u>	<u>Amount (Rs)</u>
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 is 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.5 : Borrowing Powers & Conversion of loan into shares**

State Bank of India (“Lead Lender”) sanctioned a Resolution Plan for restructuring the secured debt of Rs.453.64 Crores (excluding Rs.6.97 crores of secured debt already converted into equity shares, under the Resolution Plan, on 27<sup>th</sup> August 2021) owed by the Company to Banks as on 30<sup>th</sup> June 2020. The other five lender banks (Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited) have also given their sanctions independently and the last bank’s sanction was received on 1<sup>st</sup> July 2021.

Based on the said sanctions, a Memorandum ‘Framework Restructuring Agreement (FRA) was executed on 12<sup>th</sup> July 2021 between the Company and the six lender banks for restructuring the secured debt of the Company to the said six banks with retrospective effect from 30<sup>th</sup> June 2020. Further to execution of the FRA, the Company has on 26<sup>th</sup> August 2021 executed the main subordinate documents for debt restructuring.

As per the terms of the FRA and other restructuring documents executed / to be executed (“Restructuring Documents”) by the Company with State Bank of India, Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited (“Lenders”) in relation to or in connection with the said facilities amounting to Rs.453.64 Crores (“Restructured Facilities”), the Lenders will have a right to convert the outstanding amounts (whether due or payable or not) in part or whole, into equity shares of the Company, upon the occurrence of an Event of Default set out in the Restructuring Documents, or in a stressed situation for restructuring of debt of the company, in accordance with the regulatory guidelines issued from time to time by the Reserve Bank of India (including but not limited to the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 (as amended from time to time) and subject to applicable laws (hereinafter collectively referred to as “Conversion Events”), and such equity shares shall rank pari-passu with the other equity shares of the Company.

The Board of Directors also seek approval of the shareholders to enable the Board to negotiate, finalise, settle and accept the terms and conditions of all such monies to be borrowed, from time to time as to interest, repayment, security, conversion of whole or part of such loans into shares in the Company and execute such documents/ deeds/ writings/ papers/ agreements and to do all acts, deeds, matters and things, as may be required or as the Board may in its absolute discretion deem necessary to effectively implement the Restructuring Documents.

The Company has to comply with the provisions of Section 62 of the Companies Act, 2013 (“the Act”) for any further issue of share capital. However, Sub-Section 3 of the said Section exempts the compliance if such increase of subscribed capital is caused by the exercise of an option as a term attached to the debentures issued or loan raised by the Company to convert such debentures or loans into shares in the Company, provided that the terms of issue of such debentures or loan containing such an option is approved by a special resolution passed by the company in general meeting before the issue of such debentures or raising of the loan.

It is hence proposed to obtain approval of the shareholders by way of a special resolution in terms of Section 62(3), to enable conversion of any part of the loans outstanding to the said Lenders into equity shares of the Company upon the occurrence of any Conversion Event.

Section 180(1)(c) of the Act requires approval of the shareholders by way of Special Resolution for borrowing any sum of moneys exceeding (together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) the aggregate of the paid-up capital and free reserves. The shareholders may note that there is no proposal for increasing the present borrowing limit of Rs.750 Crores approved on 8<sup>th</sup> September 2014. Since the loans that would be eligible for

conversion have been borrowed based on the said resolution, the said resolution is now being partly modified in order to obtain the approval of the members under Section 62(3) for conversion, upon occurrence of any Conversion Event of any part of the loans obtained from the Lenders, into equity shares of the Company, as the loan documents executed with the Lenders contain such a covenant.

None of the Directors / Key Managerial Personnel of the Company / their relatives is 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.6 : To Adopt a New Set of Regulations as the Articles of Association as per Companies Act, 2013**

The existing Articles of Association was in line with the provisions contained in the Companies Act, 1956. The provisions of company law have undergone various changes through the Companies Act, 2013 and further amendments thereon. Though it is not mandatory for a company to change its existing Articles of Association pursuant to the new provisions, it is however considered appropriate, that our Company follow the initiative taken by many other companies, and alter its Articles of Association to be compatible and in alignment with the present Companies Act. The Registrar of Companies and Stock Exchanges also recommend that alterations to the Articles of Association of the Company carried out after 2013 should cover all aspects of the amendments in the Companies Act 2013, and not address specific regulations in isolation.

The Board of Directors vide Resolution passed on 3<sup>rd</sup> September 2021 approved the new set of Regulations in place of the existing set of Regulations in the Articles of Association of the Company and accordingly recommended this proposal for Shareholders' approval. In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the Shareholders is required by way of a Special Resolution for amending the Articles of Association.

The new amended draft Articles of Association is hosted on the website of the Company viz. [www.rajshreesugars.com](http://www.rajshreesugars.com) for inspection of the Member(s) and Members who are interested to get a copy of the Articles of Association can send in their request to the Company e-mail address: [investor@rajshreesugars.com](mailto:investor@rajshreesugars.com).

None of the Directors / Key Managerial Personnel of the Company / their relatives is 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.

By Order of the Board

Place: Coimbatore  
Date: 3<sup>rd</sup> September 2021

M.PONRAJ  
Company Secretary