

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 36th Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Wednesday, the 28th September 2022, at 4.00 P.M. at the Registered office of the Company at 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004 (deemed venue) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 2022 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.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 Auditors

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, co-generation of power and industrial alcohol of the Company for the financial year ending March 31, 2023, as set out below exclusive of applicable taxes and out of pocket expenses:

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

4) Reappointment of Mr S Krishnaswami as an Independent Director for a second consecutive term of three years.

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 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereon for the time being in force) Mr S Krishnaswami (DIN: 08530320), an Independent Director of the Company whose first term of three years as an Independent Director comes to an end at the closing hours of 29th September 2022, who has been recommended for reappointment by the Nomination and

Remuneration Committee and the Board of Directors based on the reports of his performance evaluation be and is hereby reappointed 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 30th September 2022 to 29th September 2025.”

5) Reappointment of Mr. Sheilendra Bhansali as an Independent Director for a second consecutive term of five years

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 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Regulation 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereon for the time being in force) Mr. Sheilendra Bhansali (DIN: 00595312), an Independent Director of the Company whose first term of five years as an Independent Director has come to an end at the closing hours of 9th July 2022, who has been recommended for reappointment by the Nomination and Remuneration Committee and reappointed by the Board of Directors based on the reports of his performance evaluation be and is hereby reappointed as an Independent Director of the Company to hold office for a consecutive period of five years from 10th July 2022 to 9th July 2027”

6) Fixing of Remuneration payable to Mr. R. Varadarajan, Wholetime Director

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

“**RESOLVED** that in partial modification of the resolution passed at the 34th Annual General Meeting held on 28th December 2020, and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 ('the Act'), and Nomination and Remuneration Policy of the Company, and as per the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board, the approval of the shareholders be and is hereby accorded for the payment of the remuneration to Mr. R. Varadarajan (DIN:00001738), the "Wholetime Director" of the Company, as detailed below:

Part A: Compensation for the period of unpaid service: Lumpsum of ₹ 1,81,00,000/-
For the period from 5th June 2020 to 31st May 2022 (Rupees One Crore Eighty One Lakhs Only)

Part B:

For the period from 1st June 2022 to 4th June 2023.

- a) Salary of ₹ 7,50,000 per month on a consolidated basis.
- b) 10% of monthly salary as variable pay on an annualised basis.
- c) Encashment of Earned Leave at the end of each year.
- d) Leave Travel Allowance of ₹ 3,75,000 per annum.
- e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- f) Provision of Company's mobile phone and telephone at his residence for official purposes.
- g) Provision of Company's car with driver for official purposes. Personal use of car, if any, shall be billed and paid for by the Director.

“**RESOLVED FURTHER** that the above remuneration shall be payable as minimum remuneration in the event of loss or inadequacy of profits in any financial year during the currency of his tenure, subject to such other approvals as may be required in terms of Schedule V to the Companies Act 2013.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to take all such steps and to do all acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board

Place : Coimbatore
Date : 17th August 2022

M.PONRAJ
Company Secretary

NOTE:

- a) **The Register of Members of the Company will remain closed from 22nd September 2022 to 28th September 2022 (both days inclusive).**
- b) Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrar and Transfer Agent 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 ₹ 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 Transfer Agent 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 or the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.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 20th April 2018 and 16th July 2018. The shareholder(s)/ claimant(s) are to submit the duly filled up Form ISR 4(copy of the form is available in the website of the Company www.rajshreesugars.com or the website of the Registrar and Transfer Agent www.skdc-consultants.com in the above

regard along with the documents/details specified therein to the RTA of the Company, i.e. M/s.S.K.D.C. Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028.

Further, SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has included the service requests like issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificates, consolidation of securities certificates/folios, transmission and transposition which are to be done only in the dematerialized form and the procedure in the above para should be used in this regard.

- 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:
- Self-attested copy of PAN card(s) of sole/joint holder(s) of shares; and
 - 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 2021-22 or have questions with regard to the financial statements and the matters to be placed at the 36th 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 17th September 2022, before the start of meeting.
- l) e-AGM: Company has appointed M/s SKDC Consultants Limited, Registrar and Transfer Agent 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 36th 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 23rd September 2022. 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 36th Annual General Meeting scheduled to be held on Wednesday, 28th September, 2022 at 4.00 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 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,
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 27th September 2022 at 5.00 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 21st September, 2022 (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 36th 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, Circular No.02/2021 dated January 13, 2021 and Circular No.2/2022 dated May 05, 2022 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 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 5, 2022 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 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. 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 and 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.

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, MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No.2/2022 dated May 05, 2022.
8. The Investor Education and Protection Fund authority, MCA as a part of the Azadi Ka Amrit Mahotsav vide its circular dated 7th June 2022 has launched a special window facility for senior citizens of age 75 years & above which facilitates the auto-prioritizing of the claims made by the senior citizens in the MCA 21 system after the receipt of e-verification report by the companies. The claims can be made through form IEPF 5 downloaded from the website of the IEPF authority www.iepf.gov.in.
9. MCA vide its various circular nos. 20/2020 dated 5th May 2020, 02/2021 dated 13th January 2021, 19/2021 dated 8th December 2021, 21/2021 dated 14th December 2021 and 02/2022 dated 5th May 2022 have provided relaxation for sending the physical copies of the Annual report to its shareholders. The copy of full annual report is available in the website of the company www.rajshreesugars.com.

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

The remote e-voting period begins on Sunday, 25th September 2022 at 9 AM and ends on Tuesday, 27th September 2022 at 5.00 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. 21st September, 2022, 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 21st September, 2022.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date i.e. 21st September, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. 21st September, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. http://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at http://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at http://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : http://www.evoting.nsd.com 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 held 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 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="715 913 1182 1191" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will also be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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 & 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.

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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 login to NSDL e-Voting system?

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 :

S.No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 upload their Board Resolution / Power of Attorney / Authority Letter by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in your Login or 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Pallavi Mhatre, Senior Manager at 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.
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. 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 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 meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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 or personal computers 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.R.Varadarajan as Wholetime Director

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

Mr.R.Varadarajan (DIN 00001738; Date of Birth: 22-04-1958), who retires by rotation and being eligible offers himself for reappointment.

His brief profile is as follows:

Mr.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 and the Board of Directors had at their meetings held on 17th May 2022 recommended the 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 Private Limited	Nil
COCCA Art & Design Institute Private Limited	Nil
Lakshmi Automatic Loom Works Limited	2*

* Member in Audit Committee and Nomination and Remuneration Committee.

He holds membership in the following committees of the Company.

• Audit Committee	Member
• Stakeholders' Relationship Committee	Member
• Corporate Social Responsibility (CSR) Committee	Member
• Share Transfer Committee	Chairman

He does not hold any share in the Company. 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.Varadarajan and there are no relationship between Mr.Varadarajan and directors inter-se.

Mr.Varadarajan has not resigned from the board of any listed entities in the past three years.

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

Item No.3: Remuneration for Cost Auditors

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, 2023 as set out below excluding applicable taxes and out of pocket expenses:

<u>Product</u>	<u>Amount (₹)</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 of the shareholders.

Item No.4 to 5 : Re-appointment of Independent Directors

Mr.S.Vasudevan, Mr.S.Krishnaswami, Mr.Sheilendra Bhansali, Mr.K.Ilango are the present Independent Directors of the Company. Among them the term of appointment of Mr.S.Krishnaswami expires on 29th September 2022 and the term of appointment of Mr.Sheilendra Bhansali expired on 9th July 2022.

Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors had at its meeting held on 17th May 2022 :

- 1) Recommended the reappointment of Mr.S.Krishnaswami for the second term of three consecutive years from 29th September 2022, subject to approval of the members at the ensuing General Meeting.
- 2) Reappointed Mr.Sheilendra Bhansali for the second term of five consecutive years from 10th July 2022, subject to approval of the members at the ensuing General Meeting.

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'). 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 LODR and that the proposed Directors are independent of the management and all the conditions precedent to section 152(5) of the Companies Act, 2013 are satisfied.

As per regulation 17(1A) of LODR, 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.Krishnswami (Aged 84 years) has more than 40 years of corporate management experience of which 10 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.

The said appointees 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 re-appointments 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 re-appointment at the Annual General Meeting in pursuance of Regulation 36 of the SEBI (LODR) Regulations, 2015

i) 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.

EMPLOYMENT: 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 has not resigned from the Board of Directors of any listed entity in the past three years.

He holds membership in the following committees of the Company.

- | | |
|---|----------|
| • Corporate Social Responsibility (CSR) Committee | Chairman |
| • Compensation Committee | Member |
| • Stakeholders' Relationship Committee | Member |
| • Share Transfer Committee | Member |

He holds 500 equity shares in the Company. He is not a relative to any director of the Company.

As required under Clause 'C' of Schedule V of LODR, the Board of Directors at their meeting held on 14th February 2019 adopted a chart/matrix setting out the skills/expertise/competence of the Boards of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board, along with the names of Directors who have such skills / expertise / competence. The said chart was also disclosed in the Annual Report for the year ended 31st March 2021. (Extracted the portion relating to Mr.Krishnaswami, and is given below)

Note: In the absence of mark against the Director does not necessarily mean that such Director does not possess the said qualification or skill.

Core skills / expertise / competencies	Remarks
Skills attributable to the Industry / Sector, in which the Company operates	
Financial Management Skills	Yes
Administrative Skills	Yes
Leadership Skills	Yes
Technical / Professional skills in relation to Company's Business Operations	
Business Strategy & Sales & Marketing	Yes
Corporate Governance	Yes
Communication Skills and public relations	Yes
Decision making skills	Yes
Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Yes

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.Krishnaswami and there are no relationship between him and directors inter-se.

II) Mr.Sheilendra Bhansali (DIN 00595312) (Date of Birth: 04-07-1965)

Mr. Sheilendra Bhansali, born on 4th July 1965, graduated in Commerce from the PSG College of Arts and Science in 1985 and qualified as a Chartered Accountant in 1987. He is a partner of M/s Kumbhat & Co., Chartered Accountants, with offices at Chennai, Coimbatore, Bangalore and Mumbai.

Mr.Sheilendra specializes in internal audits, management consulting and financial planning.

He is a frequent speaker at various educational institutions on topics related to financial planning.

He is also a Trustee of the Ajit Singhvi Education and Training Trust.

A past member of Coimbatore Metropolitan Round Table 62, he is currently a member of the Rotary Club of Coimbatore Metropolis and 41rs Club No.162.

Other Directorships

Bhansali Securities Private Limited

Ishita Advisory Services Private Limited

Mr. Bhansali has not resigned from the board of any listed entity in the past three years. He does not hold any share in the Company.

He holds membership in the following committees of the Company.

• Audit Committee	Chairman
• Nomination & Remuneration Committee	Member
• Stakeholders' Relationship Committee	Member
• Share Transfer Committee	Member

As required under Clause 'C' of Schedule V of LODR, the Board of Directors at their meeting held on 14th February 2019 adopted a chart/matrix setting out the skills/expertise/competence of the Boards of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board, along with the names of Directors who have such skills / expertise / competence. The said chart was also disclosed in the Annual Report for the year ended 31st March 2021. (Extracted the portion relating to Mr. Sheilendra, and is given below)

Note: In the absence of mark against the Director does not necessarily mean that such Director does not possess the said qualification or skill.

Core skills / expertise / competencies

Remarks

Skills attributable to the Industry / Sector, in which the Company operates

Financial Management Skills

Yes

Administrative Skills

Yes

Leadership Skills

Yes

Technical / Professional skills in relation to Company's Business Operations

Business Strategy & Sales & Marketing

Yes

Corporate Governance

Yes

Communication Skills and public relations

Yes

Decision making skills

Yes

Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company

Yes

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. Sheilendra Bhansali and there are no relationship between him and directors inter-se.

The Board commends the Resolutions furnished in agenda for approval of the shareholders.

Item No.6: Fixing of Remuneration payable to Mr.R.Varadarajan, Wholetime Director

As per Section 203 of the Companies Act, 2013 (the Act) our Company is required to have a Whole-time Key Managerial Personnel in the category of a Whole Time Director (WTD) since the Company does not have a Managing Director, or Chief Executive Officer or Manager. In terms of Section 2(n) of The Factories Act, 1948 read with the proviso thereto, only a Director can be an "Occupier" of a factory.

Mr.R.Varadarajan has been the Wholetime Director of the Company from 5th June 2003. He has been the Occupier of the factory units from the year 2003.

The Board had, at its 185th meeting held on 27th May 2020, approved his reappointment as WTD for a further period of 3 years from 5th June 2020, as per the recommendation of the Nomination and Remuneration Committee and with the approval of the Audit Committee, at a remuneration as detailed below:

Salary : ₹ 5,20,000/- per month

Perquisites : Leave Travel Allowance of ₹ 2,60,000/- per annum

Contribution to Provident Fund, Superannuation Fund or Annuity Fund.

Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Encashment of earned leave at the end of the tenure.

Provision of Company's mobile phone and telephone at his residence for official purposes.

Provision of Company's car with driver for official purposes. Personal use of car, if any, shall be billed and paid for by the Director.

Schedule V to the Act, which governs the remuneration payable to a WTD in the event of loss or inadequacy of profit authorises the shareholders to approve the remuneration provided by the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. In terms of Section 197, in a situation where the Company has defaulted, the prior approval of the concerned bank or public financial institution or the non-convertible debenture holders or other secured creditor, as the case may be, has to be obtained by the Company before the approval of shareholders is considered in a general meeting or postal ballot process.

The Company's bank accounts had turned Non-Performing Asset (NPA) from June 2018. The Company had obtained approval for payment of remuneration to WTD from six lender banks (State Bank of India, Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited) at their Joint Lenders Meeting (JLM) held on 11th August 2020.

The Company was also in default of loans received from Sugar Development Fund (SDF), Government of India, since the Financial Year 2016. The Company had applied to SDF for seeking their NOC for the payment of remuneration for the current tenure from 5th June 2020.

Hence, only the re-appointment Mr.R.Varadarajan as a WTD for a period of three years from 5th June 2020 was considered and approved vide a special resolution passed by the shareholders at the 34th Annual General Meeting of the company held on 28th December 2020. The remuneration payable to him for the current tenure was not considered. The members were informed that the approval of the shareholders for the remuneration will be sought separately after receipt of the approval from SDF.

SDF has, vide letter dated 8th January 2021 declined to issue NoC for the payment of remuneration to WTD, pending clearance of SDF loan default. Mr. Varadarajan has not been paid any remuneration for his services as a WTD from 5th June 2020. Mr. Varadarajan has continued to perform his duties as WTD and anchored the restructuring exercise with the lender banks as well as SDF during this most critical period for the company, in spite of not being remunerated for his time and efforts.

On 20th May 2022, the Company has received the Administrative Approval (AA) vide letter reference no. 'File No.8-4/2010 – SDF' from the Sugar Development Fund, Ministry of Consumer Affairs, Food & Public Distribution, Department of Food & Public Distribution, for restructuring of SDF Ethanol loan of ₹ 32.45 crore and Co-generation loan of ₹ 21.10 crore availed by the Company. The Company has completed execution of Tripartite Agreement with SDF and their nodal agency for restructuring of the SDF loans. Consequently the question of obtaining NOC from SDF does not arise.

The Nomination and Remuneration Committee has considered that it was extremely magnanimous of Mr. Varadarajan to have continued in his position as WTD at the request of the Company, in spite of the fact that the Company was unable to pay him remuneration, at a most critical period for the Company and being the anchor for successful completion of the restructuring exercise with the lender banks. Mr. Varadarajan has already worked without remuneration for a period of two years now, therefore, he said that it is necessary to consider suitable compensation to him for the period of unpaid service.

In view of the above, the Nomination and Remuneration Committee had recommended payment of remuneration to Wholetime Director and the compensatory payment for the time spent and efforts made by him during the period from 5th June 2020 to 31st May 2022, as in the resolution furnished in the Agenda.

Statement as required under Section II of Part II of Schedule V of the Companies Act, 2013 :

1. GENERAL INFORMATION

a. Nature of Industry

Sugar is India's second largest agro processing industry. About 50 million farmers and their families are dependent on sugarcane cultivation. There are about 500 sugar factories in India with around 55% under the cooperative sector and the rest under private and public sector. The industry besides meeting domestic consumption, exports substantially quantities of sugar thereby earning precious foreign exchange. The byproducts, namely, molasses and bagasse are used by downstream industries like distillery and power plants for producing alcohol and power.

b. Date or expected date of commencement of commercial production.

The company is a running entity since 1985.

c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Does not arise

d. Financial performance based on given indicators.

The Company achieved a turnover of Rs.47936.90 lakhs in the financial year 2021-22 as against Rs.37362.07 lakhs during the previous financial year. The Company incurred a net loss of Rs.317.62 lakhs as against net loss of Rs.1675.85 lakhs in the previous year.

e. Foreign investments or collaborators, if any. Nil

2. INFORMATION ABOUT Mr. VARADARAJAN

a) Background details

Mr. Varadarajan, who has a Masters' Degree in Business Management, has been associated with the Company since its inception and is currently the WTD 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 Businesses.

He leads a team, which handles Project Management, Strategic planning, legal affairs and general administration of all group companies. 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.

b) Past remuneration

As stated above.

c) Recognition or awards

The Coimbatore Management Association recognized him with its award as Best Manager of the Year 2011.

d) Job profile and his suitability

As Wholetime Director, he will be responsible for the overall operations of the Company and will work under the supervision and control of the Board of Directors. He has been associated with the Company right from inception and 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.

e) Remuneration proposed :

Part A: Compensation for the period of unpaid service: Lumpsum of ₹ 1,81,00,000/-
For the period from 5th June 2020 to 31st May 2022 (Rupees One Crore Eighty One Lakhs Only)

Part B:

For the period from 1st June 2022 to 4th June 2023.

- a) Salary of ₹ 7,50,000 per month on a consolidated basis.
- b) 10% of monthly salary as variable pay on an annualised basis.
- c) Encashment of Earned Leave at the end of each year.
- d) Leave Travel Allowance of ₹ 3,75,000 per annum.
- e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- f) Provision of Company's mobile phone and telephone at his residence for official purposes.
- g) Provision of Company's car with driver for official purposes. Personal use of car, if any, shall be billed and paid for by the Director.

- f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.
The remuneration proposed is comparable with the remuneration with respect to industry, size of the company and profile of the position.
- g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.
Nil

3. OTHER INFORMATION

1. Reasons of loss or inadequate profits

The Company has incurred a marginal loss due to escalation in the cost of coal and chemicals arising out of the geopolitical situation due to Russian-Ukraine conflict which has disrupted the supply chain of raw materials and led to steep rise in ocean freight.

In spite of cost escalations, the company has reported a lower loss of Rs.317.62 lacs as against Rs.1675.85 lacs during the previous year.

2. Steps taken or proposed to be taken for improvement

Key steps taken by the Company for improvement in the long term include enhancing productivity and recovery through better agronomic practices and promoting high yielding and high sugar varieties.

3. Expected increase in productivity and profits in measurable terms

The productivity depends upon the vagaries of nature, namely, good monsoon, which in turn will help in higher sugarcane availability.

The trend of rainfall in the command areas of the company has been good in the recent past which has recharged the ground water for irrigation drawl over the next 2 sugar seasons. This has resulted in improved cane planting, yield and the sugar recovery. The trend is expected to continue for next few years. These favourable conditions would support profitable operations in the ensuing years.

The proposed resolution in the agenda and this explanatory statement may be treated as an abstract of the terms and conditions of re-appointment of Mr. Varadarajan, WTD pursuant to applicable provisions of the Companies Act 2013.

The Memorandum and Articles of Association, relevant resolutions passed by the Nomination and Remuneration Committee, the Board and the Audit Committee and the written memorandum setting out the terms of appointment of Wholetime Director vide Section 190(1) (b) and such other documents mentioned above are available for inspection by members at the registered office of the company during business hours on any working day.

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

The Board of Directors commends the resolutions furnished in the agenda for approval of the shareholders.

By Order of the Board

Place : Coimbatore
Dae : 17th August 2022

M.PONRAJ
Company Secretary