

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; Website : www.rajshreesugars.com

NOTICE TO THE MEMBERS

Notice is hereby given that the 37th Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on **Wednesday the 30th August 2023 at 4 PM** 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 2023 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 Ms.Rajshree Pathy (holding DIN:00001614), Non-Executive Non-Independent Director, who retires by rotation at this 37th Annual General Meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, as per Section 152 of the Companies Act, 2013, and other applicable laws."

SPECIAL BUSINESS:

3) Reappointment of Mr.R.Varadarajan as Wholetime Director

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and as per the recommendation of the Nomination & Remuneration Committee, and as per the approval of the Audit Committee and the Board of Directors, the approval of the shareholders be and is hereby accorded to the re-appointment of Mr.R.Varadarajan (holding DIN 00001738), as a whole time key managerial personnel in the position of Wholetime Director of the Company for a period of three years effective from 5th June 2023 and for payment of remuneration for the said period as detailed below:

- a) Salary of ₹ 9,00,000 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 ₹ 4,50,000 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 as may be necessary to give effect to this resolution.”

4) 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, cogeneration of power and industrial alcohol of the Company for the financial year ending March 31, 2024, as set out below exclusive of applicable taxes and reimbursement of expenses:

Product	Amount ₹ per annum
Sugar	1,00,000/-
Co-generation of power	65,000/-
Industrial Alcohol	35,000/-
Total	2,00,000/-

By Order of the Board

Place : Coimbatore
Date : 4th August 2023

M. PONRAJ
Company Secretary

NOTE:

- The Register of Members of the Company will remain closed from 24th August 2023 to 30th August 2023 (both days inclusive) for the purpose of 37th AGM.**
- Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrar and Transfer Agent of the Company (RTA), 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).
- The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR), and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- The Company's equity shares are listed in the following stock exchanges at present.
 - National Stock Exchange of India Limited, Mumbai (NSE)
 - BSE Limited, Mumbai (BSE)
- 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.
- 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 Depositories 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 during business hours.
- 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 RTA 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:
 - 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 2022-23 or have questions with regard to the financial statements and the matters to be placed at the 37th 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 20th August 2023, before the start of meeting.
- l) e-AGM: Company has appointed M/s SKDC Consultants Limited, RTA and National Securities Depositories Limited (NSDL) to provide VC / OAVM facility for the AGM and the attendant enables 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 37th 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 before 5 PM (IST) on 25th August 2023. 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 LODR 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 37th AGM scheduled to be held on Wednesday, 30th August 2023 at 4.00 PM through VC / 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 29th August 2023 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 23rd August 2023 (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 37th AGM, 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 AGM TO BE CONDUCTED THROUGH VC OR OAVM:

1. Pursuant to the Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No.20/2020 dated May 5, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.2/2022 dated May 5 2022 and Circular No. 10/2022 dated December 28 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 VC or OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No.14/2020 dated April 8, 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 act.
5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of LODR (as amended) and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020, January 13 2021, May 5, 2022 and December 28, 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 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 and NSE 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 Act, read with MCA Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022.

8. The IEPF 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 aforesaid circulars 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, 27th August 2023 at 9.00 AM and ends on Tuesday, 29th August 2023 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. **23rd August 2023**, 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.

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 sent through e-mail and holding shares as on the cut-off date, 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. **022-48867000 and 022-24997000**. 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 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:

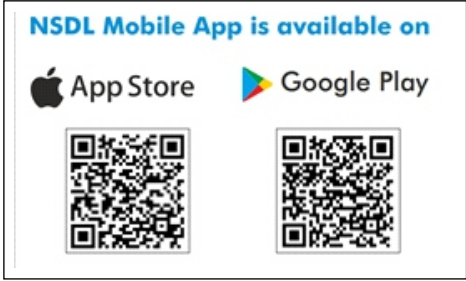
Step 1: Access to NSDL e-Voting system

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. http://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, option to register is available at http://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: http://www.evoting.nsdl.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

Type of shareholders	Login Method
	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="715 406 1182 685" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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 above mentioned 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.: 022-48867000 and 022-24997000
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 1800225533

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 :

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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under.

- 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.
- 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.: 022 - 4886 7000 and 022 - 2499 7000 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:

- 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.
- 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.**
- 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.
- 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:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.
- 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:

- 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.
- 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 Ms.Rajshree Pathy as Director

The following details are furnished as required under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2);

- a) Ms.Rajshree Pathy (DIN 00001614; Age 67 Years.), who retires by rotation and being eligible offers herself for reappointment.
- b) *Her brief profile is as follows:* She was the first woman President of Indian Sugar Mills Association (ISMA) (2004-2005). She was the President of the South Indian Sugar Mills Association (SISMA), (1995-1997) & (2007-2009), the premier association of sugar factories in South India. She has contributed to the sugar industry’s growth and government policies by being part of the Confederation of Indian Industry. As the Vice Chairperson of the National Committee on Sugar, she has pushed for wide sweeping reforms in the heavily controlled industry.

A commerce graduate and an alumnus of the Owner President Management Programme of the Harvard University, USA. Her dynamic role in industry has been recognized in her selection as one of the hundred “Global Leaders for Tomorrow” for 1996 by the World Economic Forum, Geneva. She was awarded the Eisenhower fellowship in 2000.

She has been conferred with Padmashri Award in the field of Trade and Industry by the Government of India in the year 2013.

Under her leadership, the Rajshree group of companies has grown to include Travel, Natural Health Care, biotechnology and education in the field of visual art and design.

- c) Directorship / Membership in the committees in other companies are furnished hereunder:

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Aloha Tours & Travels (India) Private Limited	Nil
Sri Krishna Potable Products Private Limited	Nil
CoCCA Art & Design Institute Private Limited	Nil
Raj Fabrics & Accessories (Cbe) Limited (unlisted)	Nil
SSB Trustee Company Private Limited	Nil
Shobhana Trustee Company Private Limited	Nil
SB Trusteeship Services Private Limited	Nil
PSB Trustee Company Private Limited	Nil
Wellchosengoods Retail Private Limited	Nil

- d) She holds membership in the following committees of the Company:

<u>Name of the Committee</u>	<u>Member / Chairman</u>
Nomination and Remuneration Committee	Member
Compensation Committee	Member

- e) Name of the listed entities from which she had resigned in the past three years : NIL

- f) 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 is also disclosed in the Annual Report for the year ended 31st March 2023. (Extracted portion relating to Ms.Rajshree Pathy, 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.

<u>S.No.</u>	<u>Core skills / expertise / competencies</u>	<u>Remarks</u>
1.	Skills attributable to the Industry / Sector, in which the Company operates	Yes
2.	Financial Management Skills	Yes
3.	Administrative Skills	Yes
4.	Leadership Skills	Yes
5.	Technical / Professional skills in relation to Company's Business Operations	Yes
6.	Business Strategy & Sales & Marketing	Yes
7.	Corporate Governance	Yes
8.	Communication Skills and public relations	Yes
9.	Decision making skills	Yes
10.	Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Yes

g) Ms. Rajshree Pathy is the Promoter of the Company with 1,13,17,313 (34.15%) equity shares in the Company. She also holds 14,49,331 equity shares (4.37%) in the Company as a beneficial owner. She was appointed on the Board on 13th December 1985. She has attended all the Board Meeting of the Company conducted during the year 2022-23. She was not paid any remuneration except sitting fees during the year 2022-23. She does not have any relationship with other Directors and Key Managerial Personnel of the company.

h) 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.

i) The Nomination and Remuneration Committee and the Board of Directors have recommended the said reappointment.

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

Item No.3: Reappointment of Mr.R.Varadarajan as the Wholetime Director

- a) The tenure of Mr.R.Varadarajan (DIN:00001738;Age 65 Years) as Wholetime Director expires on 4th June 2023. The Board of Directors had, at its meeting held on 15th May 2023, reappointed Mr.R.Varadarajan as a Wholetime Director for a consecutive period of three years from 5th June 2023 and fixed the remuneration, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee.
- b) As per Section 203 of the Act our Company is required to have a Wholetime Key Managerial Personnel in the designation of Wholetime Director 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. 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.
- c) Schedule V to the Act, which governs the remuneration payable to a Wholetime Director 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.

- d) The Company was in default of loans received from Sugar Development Fund (SDF), Government of India, since the Financial Year 2016. The Company has received the Administrative Approval (AA) dated 20th May 2022 vide letter reference no. 'File No.8-4/2010–SDF' from the SDF, 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 (TPA) with SDF and their nodal agency, for restructuring of the SDF loans, within the stipulated time. The pending compliance of the terms of Tripartite Agreement is the perfection and modification of the existing security. The company has requested the appropriate authority of SDF for an amendment in the existing guidelines on security cover for the restructured debt in line with Statutory provisions of Indian Accounting Standards. Pending amendment, the Company has also requested that the validity of AA be extended for a period of four months from the date of such amendment to the security guidelines to enable the Company to register the modified security and file the necessary charge with Registrar of Companies.

The Company has received a letter dated 2nd August 2023 from SDF stating that the restructuring of aforesaid loans is closed consequent to expiration of validity of AA and short fall in the Fixed Assets Coverage Ratio. The Company is in the process of seeking legal opinion on the way forward, including on seeking judicial review on the subject.

- e) The following details are furnished as required under the Regulation 36(3) of LODR and SS-2, in respect of this reappointment / remuneration:

- i. Brief profile of Mr.R.Varadarajan: 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 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.

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

<u>Other Directorships</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 (Listed)	Member in the Audit Committee & Nomination and Remuneration Committee.

- iii. He holds membership in the following committees of the Company :

<u>Name of the Committee</u>	<u>Member / Chairman</u>
• Audit Committee	Member
• Stakeholder's Relationship Committee	Member
• Corporate Social Responsibility (CSR) Committee	Member
• Share Transfer Committee	Chairman

- iv. Name of the listed entities from which he had resigned in the past three years : NIL

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 is also disclosed in the Annual Report for the year ended 31st March 2023. (Extracted portion relating to Mr.Varadarajan, 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.

<u>S.No.</u>	<u>Core skills / expertise / competencies</u>	<u>Remarks</u>
1.	Skills attributable to the Industry / Sector, in which the Company operates	Yes
2.	Financial Management Skills	Yes
3.	Administrative Skills	Yes
4.	Leadership Skills	Yes
5.	Technical / Professional skills in relation to Company's Business Operations	Yes
6.	Business Strategy & Sales & Marketing	Yes
7.	Corporate Governance	Yes
8.	Communication Skills and public relations	Yes
9.	Decision making skills	Yes
10.	Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Yes

v. He does not hold any shares in the Company. He has attended all the Board Meetings of the Company conducted during the year 2022-23. He has drawn a remuneration of Rs.256.33 Lakhs during the year 2022-23, excluding sitting fees. He does not have any relationship with other Directors and other Key Managerial Personnel of the company.

f) Statement as required under Section II of Part II of Schedule V of the Act :

1. GENERAL INFORMATION

- 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.
- Date or expected date of commencement of commercial production: The company is a running entity since 1985.
- 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
- Financial performance based on given indicators : The Company achieved a turnover of ₹ 77,395.17 lakhs in the financial year 2022-23 (FY 23) as against ₹ 47,936.90 lakhs during the previous financial year (FY22). The Company incurred a net loss of ₹ 896.87 lakhs for FY 23 as against net loss of ₹ 317.62 lakhs for FY22.
- Foreign investments or collaborators, if any. Nil

2. INFORMATION ABOUT THE APPOINTEE MR.R.VARADARAJAN

- a) Background details: Please refer brief profile above.
- b) Past remuneration:
 - i) Salary of ₹ 7,50,000 per month on a consolidated basis.
 - ii) 10% of monthly salary as variable pay on an annualised basis.
 - iii) Encashment of Earned Leave at the end of each year.
 - iv) Leave Travel Allowance of ₹ 3,75,000 per annum.
 - v) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - vi) Provision of Company's mobile phone and telephone at his residence for official purposes.
 - vii) 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.
- 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:
 - i. Salary of ₹ 9,00,000 per month on a consolidated basis.
 - ii. 10% of monthly salary as variable pay on an annualised basis.
 - iii. Encashment of Earned Leave at the end of each year.
 - iv. Leave Travel Allowance of ₹ 4,50,000 per annum.
 - v. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - vi. Provision of Company's mobile phone and telephone at his residence for official purposes.
 - vii. 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

- a) Reasons of loss or inadequate profits: Not applicable as the Company has earned a net profit of ₹ 1681.07 lakhs computed as per Section 198 of the Companies Act, 2013.
- b) Steps taken or proposed to be taken for improvement: Not Applicable.
- c) 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. R.Varadarajan, pursuant to applicable provisions of the Act.

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 this resolution.

The Board of Directors recommends the resolution furnished in the agenda for approval of the shareholders by way of special resolution.

Item No.3: Remuneration for Cost Auditor

The Board, based 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, 2024 as set out below excluding applicable taxes and reimbursement of expenses. The fee has been revised from ₹ 1,50,000/- to ₹ 2,00,000/- considering no increase in the fee for more than 5 years.

Amount in ₹

Product	Financial year ending 31 st March 2024	Previous Financial year ended 31 st March 2023
Sugar	1,00,000	80,000
Co-generation of Power	65,000	45,000
Industrial Alcohol	35,000	25,000
Total	2,00,000	1,50,000

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 based 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.

By Order of the Board

Place : Coimbatore
Date : 4th August 2023

M.PONRAJ
Company Secretary