

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 39th Annual General Meeting (AGM) of the Members of M/s. Rajshree Sugars & Chemicals Limited will be held on Wednesday, the 13th August 2025 at 3.30 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 for the financial year ended 31st March 2025, together with the Board's Report and the Auditors' Report thereon.**

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 2025, including Audited Balance Sheet as on that date, Statement of Profit and Loss, Cash Flow Statement, and Statement of Changes in Equity for the year ended on that date, along with the explanatory notes 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 considered, approved and adopted."

- 2) **Reappointment of Ms. Rajshree Pathy (DIN: 00001614), Director retiring by rotation**

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

"RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Ms. Rajshree Pathy (DIN: 00001614), Chairperson and Non-Executive Non-Independent Director of the Company, who retires by rotation at this 39th Annual General Meeting and recommended for re-appointment thereat by the Nomination and Remuneration Committee and the Board of Director, being eligible and willing to act, be and is hereby reappointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

- 3) **Appointment of Mr. Rajan Balasubramanian (DIN : 10309315) as an Independent Director for an initial term of five consecutive years commencing from the conclusion of the 39th Annual General Meeting and ending on the date of the 44th Annual General Meeting or on completion of five years, whichever is earlier.**

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

"RESOLVED that pursuant to Sections 149, 150, 152 and 160 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature, Mr. Rajan Balasubramanian (DIN : 10309315), who has submitted a declaration of independence, is registered in the databank maintained by the Indian Institute of Corporate Affairs (IICA), and has passed the online proficiency self-assessment test, be and is hereby appointed as an Independent Director of the Company for an initial term of five consecutive years commencing from the conclusion of the 39th Annual General Meeting and ending on the date of the 44th Annual General Meeting or on completion of five years, whichever is earlier, and who shall not be liable to retire by rotation."

- 4) **Appointment of Secretarial Auditor for a fixed term of five financial years (FY 2025-26 to FY 2029-30)**

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

"RESOLVED that pursuant to Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded for the appointment of Mr. G. Soundarrajan, Practising Company Secretary (Membership No. 13993; CP No. 4993; Peer Review No. 2101/2022), as the Secretarial Auditor of the Company for a continuous term of five financial years commencing from the financial year 2025-26 and ending with the financial year 2029-30."

"FURTHER RESOLVED that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to fix the remuneration of the Secretarial Auditor for the entire tenure of five financial years, with the power to revise such remuneration from time to time during the term in consultation with the Auditor, exclusive of applicable taxes and reimbursement of out-of-pocket expenses, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, without requiring any further approval of the Members."

5) Ratification of Remuneration Payable to M/s. S. Mahadevan & Co., Cost Auditors (Firm Registration No. 000007), for the Financial Year Ending 31st March 2026

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

"RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies and confirms the remuneration of ₹ 2,00,000 (Rupees Two Lakhs only), exclusive of applicable taxes and out-of-pocket expenses, as approved by the Board of Directors upon the recommendation of the Audit Committee, payable to M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), who have been appointed as Cost Auditors of the Company for the financial year ending 31st March 2026, for conducting the audit of cost records relating to sugar (₹ 1,00,000), cogeneration of power (₹ 65,000), and industrial alcohol (₹ 35,000)."

By Order of the Board

Place : Coimbatore
Date : 29th May 2025

M. PONRAJ
Company Secretary
Membership No. : A29858

NOTES:

- Pursuant to the provisions of Section 91 of the Companies Act, 2013 (the Act). The Register of Members of the Company will remain closed from 7th August 2025 to 13th August 2025 (both days inclusive) for the purpose of 39th AGM.**
- Members are requested to notify any changes in their bank mandate or address to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited. Full contact details are available in the Annual Report and on the Company's website. For convenience, you may also contact them via email at coimbatore@in.mpms.mufig.com.
- 'SWAYAM' is a secure, user-friendly web-based application, developed by our RTA, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.in.mpms.mufig.com>.

- Effective Resolution of Service Request-Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly Graphical User Interface (GUI).
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

- d) The statement of material facts pursuant to section 102(1) of the Act regarding special business is attached herewith. Additionally, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, concerning Directors seeking appointment/re-appointment at this AGM, are also annexed.
- e) The Company's equity shares are listed in the following stock exchanges at present:
 - a. National Stock Exchange of India Limited, Mumbai (NSE)
 - b. BSE Limited, Mumbai (BSE)
- f) 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.
- g) 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 RTA. 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.

- h) 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 Act, will be available for inspection by the members at the Registered office of the Company during business hours.
- i) As per SEBI Circulars dated 20th April 2018 and 16th July 2018, transfer of physical shares is not permitted after 1st April 2019 unless the shares are dematerialized. SEBI Circular dated 25th January 2022 further mandates that all service requests involving physical shares - including transmission and transposition - be processed only in dematerialized form. Accordingly, the Company has opened a Suspense Escrow Demat Account for cases where shareholders fail to submit the required letter of confirmation to their Depository Participants within the stipulated time.

As per SEBI's Master Circular dated 17th May 2023 and amendments dated 17th November 2023 and 7th May 2024, shareholders holding physical shares without PAN, nomination, contact details, bank account, or updated specimen signature will receive dividends only via electronic mode with effect from 1st April 2024. Shareholders are requested to submit the relevant ISR forms to the Company's Registrar and Transfer Agent, MUFG Intime India Private Limited.

SEBI Circular dated 10th June 2024 removes the freeze on corporate benefits for physical shareholders without nomination details and simplifies the process to just three fields: nominee's name, relationship, and email ID or mobile number. Shareholders are advised to update their KYC and nomination details promptly to avoid disruption in benefits.

- j) Members are advised that, in accordance with SEBI Circular dated 31st July 2023, the Company is now registered on the SMART ODR (Securities Market Approach for Resolution through Online Dispute Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions (ODRIs) for handling complaints. Members can access the portal at: <https://smartodr.in/login>. As per SEBI Circulars dated 20th December 2023 and 1st April 2025, members may use this facility for online conciliation and/or arbitration to resolve disputes with the Company, including those related to the Registrar and Transfer Agent.
- k) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for financial year 2024-25 or have questions with regard to the financial statements and the matters to be placed at the 39th 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 before the start of meeting i.e. by 3rd August 2025.
- l) E-AGM: Company has appointed M/s. MUFG Intime India Private Limited, RTA and NSDL to provide VC/ OAVM facility for the e-AGM 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 and Route Map for the Venue are not furnished.

- 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 PM (IST) on 7th August 2025. 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 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 39th AGM scheduled to be held on Wednesday, the 13th August 2025 at 3.30 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:

MUFG Intime India Private Limited

Attn: Mr. Jayakumar K, Manager (Operations R & T)

"Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road,
Coimbatore 641 028.

Telephone No : 91-422-4958995, 2539835, 2539836

Email ID : coimbatore@in.mpms.mufg.com

Website : www.in.mpms.mufg.com

The e-voting module shall be disabled for voting on Tuesday 12th August 2025 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 6th August 2025 (cut-off date for determining the eligibility to vote through electronic mode).

Mr. K. Murali Mohan, FCA, (Membership No. 14328) 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 39th 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 or the authorized person declares the result.

E-VOTING INSTRUCTIONS FOR AGM TO BE CONDUCTED THROUGH VC OR OAVM:

1. Pursuant to the Circulars dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 5th May 2022, 28th December 2022, 25th September 2023, 19th September 2024, issued by Ministry of Corporate Affairs (MCA) and circular issued by SEBI dated 3rd October 2024 and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended) from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM. Accordingly, members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular dated 8th April 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, 2013.
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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of LODR (as amended), and the aforesaid circulars issued by the MCA 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 dated 13th April 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. The Notice can also be accessed on the NSDL (agency for providing the Remote e-Voting facility) website at www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with aforesaid circulars of MCA.
8. The IEPF authority, MCA, as a part of the Azadi Ka Amrit Mahotsav, launched a special window facility for senior citizens aged 75 years and above through its circular dated June 7, 2022. This facility facilitates the automatic prioritization of claims made by senior citizens in the MCA 21 system after companies receive the e-verification report. Claims can be made using Form IEPF 5, which can be downloaded from the IEPF authority's website at 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, 10th August 2025 at 9.00 AM and ends on Tuesday, 12th August 2025 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. **6th August 2025**, 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.com 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 022 - 4886 7000. 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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 style="text-align: center;">  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com or call at no.: 022 - 4886 7000.
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 1800 22 55 33

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.com 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 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 murali@skmcoca.com with a copy marked to evoting@nsdl.com. 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.
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 no: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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.com 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 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 (DIN 00001614), Director retiring by rotation

- a) Background: Ms. Rajshree Pathy, aged 69, is the Chairperson of the Company. Her decades-long leadership has played a pivotal role in driving sustained growth and strengthening the Company's position in the industry.

In accordance with Section 152 of the Companies Act, 2013, at least two-thirds of the total number of Directors (excluding Independent Directors) must be liable to retire by rotation, and one-third of such Directors shall retire at each Annual General Meeting.

The Company has six Directors, comprising four Independent Directors (not liable to retire) and two Non-Independent Directors (liable to retire). Ms. Rajshree Pathy, being the longest-serving Non-Independent Director, is due to retire by rotation at this AGM and, being eligible, has offered herself for reappointment.

- b) Recommendation by NRC and the Board: The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 29th May 2025, have recommended the reappointment of Ms. Rajshree Pathy as a Non-Executive, Non-Independent Director, liable to retire by rotation.

Brief Profile: Ms. Rajshree Pathy was the first woman President of the Indian Sugar Mills Association (2004-2005), a significant milestone in the association's history. She also served two terms as President of the South Indian Sugar Mills Association (SISMA) during 1995-1997 and 2007-2009.

She has been actively involved in shaping industry policy, including through her role as Vice Chairperson of CII's National Committee on Sugar, where she has consistently advocated for progressive reforms in the sector.

Academically, she holds a degree in Commerce and is an alumna of the Owner/President Management Program at Harvard University, USA.

Her contributions to trade and industry have earned global recognition. She was named a "Global Leader for Tomorrow" by the World Economic Forum in 1996 and selected for the Eisenhower Fellowship in 2000. In 2013, she received the Padma Shri award from the Government of India.

Under her leadership, the Rajshree Group has diversified into sectors such as travel, natural healthcare, biotechnology, and education, with a particular focus on visual arts and design.

- c) Skills and Competencies: The skills, expertise, and competencies of Ms. Rajshree Pathy, as identified by the Board under Regulation 36 of SEBI (LODR) Regulations, are detailed in the Corporate Governance Report of the Annual Report.

- d) Other Directorships and Committee Memberships:

Directorship in Other Companies	Membership in Committees
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

Committee Memberships in the Company:

Name of the Committee	Position
Nomination and Remuneration Committee	Member
Compensation Committee	Member

She has not resigned from any listed entity in the past three years.

- e) Additional Disclosures: Ms. Rajshree Pathy is the Promoter of the Company, holding 1,13,35,713 equity shares (34.21%) in her name. In addition, she is the beneficial owner of 14,49,331 equity shares (4.37%) held through RSCL Properties Private Limited. She was appointed to the Board on 13th December 1985 and attended all Board Meetings held during the financial year 2024-25. No remuneration other than sitting fees was paid to her during the year. She does not have any relationship with other Directors or Key Managerial Personnel of the Company.
- f) Compliance Declarations: The Company has received from Ms. Rajshree Pathy: (i) Consent to act as Director (Form DIR-2), (ii) Intimation in Form DIR-8 confirming she is not disqualified under Section 164(2) of the Act and (iii) Declaration of non-disqualification under other applicable provisions of Section 164.
- g) Policy Compliance and Regulatory Eligibility: The appointment of Ms. Rajshree Pathy is in accordance with the Company's Nomination and Remuneration Policy, including its principles relating to board diversity, qualifications, and functional expertise. Further, in accordance with Regulation 25(8) of the SEBI (LODR) Regulations and the SEBI Circular dated 20th March 2020, Ms. Rajshree Pathy has confirmed that she is not debarred from holding the office of Director by SEBI, the Ministry of Corporate Affairs, or any other regulatory authority.
- h) Interest of Directors and KMPs: None of the Directors or Key Managerial Personnel or their relatives, except the appointee and her relatives, are in any way concerned or interested, financially or otherwise, in this resolution.
- i) Inspection of Documents: The documents referred to above will be available for inspection at the Company's registered office during business hours.
- j) Regulatory Compliance Statement: This explanatory statement should also be treated as disclosure under Regulation 36 of the SEBI (LODR) Regulations, Section 152(5) and Section 102 of the Companies Act, 2013, Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), and other applicable laws.
- k) Recommendation: In light of the above, the Board recommends the resolution for the reappointment of Ms. Rajshree Pathy, as set out in the Notice, for approval by the shareholders.

Item No.3: Appointment of Mr.Rajan Balasubramanian (DIN : 10309315) as an Independent Director for an initial term of five consecutive years commencing from the conclusion of the 39th Annual General Meeting and ending on the date of the 44th Annual General Meeting or on completion of five years, whichever is earlier.

- a) Background: Mr. Rajan Balasubramanian (DIN: 10309315), aged 61 years, holds a B.Com degree, is a Certified Associate of the Indian Institute of Bankers (IIB), and has completed the Intermediate level of the Institute of Cost and Works Accountants of India (ICWAI). He is proposed to be appointed as an Independent Director of the Company.

In accordance with the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), an Independent Director may hold office for a term of up to five consecutive years, subject to the approval of shareholders by a special resolution and disclosure in the Board's Report.

- b) Recommendation by NRC and the Board: The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 29th May 2025, have recommended the appointment of Mr. Rajan Balasubramanian as an Independent Director of the Company for an initial term of five consecutive years commencing from the conclusion of the 39th Annual General Meeting and ending on the date of the 44th Annual General Meeting or on completion of five years, whichever is earlier.

Brief Profile: Mr. Rajan Balasubramanian is a seasoned banking professional with over 36.5 years of extensive experience at the State Bank of India (SBI), where he held various senior leadership positions. His core areas of expertise include Corporate Credit, Trade Finance & Forex, SME and Retail Credit, Agricultural Credit, and Stressed Asset Management under restructuring frameworks such as CDR, SDR, 5/25, S4A, and IBC.

He has also gained valuable international banking experience through a four-year overseas assignment as Vice President (Credit, Syndication & Trade Finance) at SBI's Paris Branch.

Since his retirement, Mr. Balasubramanian has continued to contribute to the financial sector. He currently serves as a Director and Government of India-nominated Shareholder at the Industrial Investment Bank of India (IIBI) since July 2023 and works as a Freelance Financial and Banking Advisor, offering strategic guidance to corporates on finance, credit, and restructuring matters.

In view of his strong credentials and extensive experience, the Board believes that his appointment will enhance the Company's governance and strategic oversight. Accordingly, the accompanying resolution is recommended for approval by the shareholders.

- c) Mr. Balasubramanian currently holds directorships in M/s. BRFL Textiles Private Limited as an Independent Director and in M/s. Layman Agro Ventures Private Limited (VilFresh) as Director and Head of Finance.

He does not hold any committee memberships in any company at present, including in the Company, as this is a proposed first-time appointment.

- d) Skills and Competencies: Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, the Board has evaluated the key skills and competencies required in the context of the Company's business. Mr. Rajan Balasubramanian brings with him proven expertise in financial management, administration, leadership, business strategy, sales and marketing, corporate governance, communication, and decision-making, all of which are in alignment with the Board's identified competency framework.

- e) Compliance Documents: The Company has received the following documents from Mr. Rajan Balasubramanian: (i) Consent to act as a Director in Form DIR-2; (ii) Intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Companies Act, 2013; (iii) Declaration of non-disqualification under other applicable provisions of Section 164 of the Act; and (iv) Declaration confirming compliance with the independence criteria as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

- f) Policy Compliance and Regulatory Eligibility: The appointment of Mr. Rajan Balasubramanian is in accordance with the Company's Nomination and Remuneration Policy, including its principles relating to Board diversity, qualifications, and functional expertise. Further, in accordance with Regulation 25(8) of SEBI LODR and SEBI Circular dated 20th March 2020, Mr. Balasubramanian has confirmed that he is not debarred from holding the office of Director by SEBI, the Ministry of Corporate Affairs, or any other regulatory authority.

- g) ID Databank & Proficiency Test: Mr. Rajan Balasubramanian, holding Registration No. IDDB-NR-202309-051771, is a certified member of the Independent Director's Databank, with lifetime validity starting from 6th September 2023. He has successfully qualified the Online Proficiency Self-Assessment Test for Independent Directors, conducted by the Indian Institute of Corporate Affairs under the Ministry of Corporate Affairs, Government of India, on 29th March 2024.
- h) Board Assessment: The Board is of the view that Mr. Rajan Balasubramanian satisfies the criteria for appointment as an Independent Director under the Act and LODR. He is independent of the management and meets all the prescribed conditions.
- i) Availability of Appointment Terms: A draft letter of appointment setting out the terms and conditions of his appointment as an Independent Director is available for inspection at the Registered Office of the Company during business hours. The terms will also be made available on the Company's website.
- j) Other Disclosures: Mr. Balasubramanian has not resigned from any listed entity in the past three years. He does not hold any equity shares in the Company, either directly or as a beneficial owner, and has no relationship with any Director or Key Managerial Personnel or their relatives.
- k) As this is the first term of appointment to the Board of Directors, the disclosures relating to the date of first appointment on the Board and the number of Board meetings attended during the financial year, as required under Regulation 36(3) of SEBI LODR, are not applicable.
- l) Remuneration: Details of the last drawn remuneration are not applicable. The proposed appointment does not involve any remuneration other than sitting fees for attending meetings.
- m) Interest of Directors and KMPs: None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Rajan Balasubramanian and his relatives, are concerned or interested, financially or otherwise, in the resolution.
- n) Inspection of Documents: All relevant documents referred to above will be available for inspection by shareholders at the Company's Registered Office during business hours.
- o) Succession Plan: The term of Mr. S. Krishnaswami (DIN : 08530320), Independent Director, will conclude on 29th September 2025. On the recommendation of the NRC, the Board has approved the appointment of Mr. Rajan Balasubramanian as his successor.
- p) Regulatory Compliance Statement: This explanatory statement may also be treated as a disclosure under Regulation 36 of SEBI LODR, Sections 152(5) and 102 of the Companies Act, 2013, Clause 1.2.5 of Secretarial Standard on General Meetings (SS-2), and other applicable laws.
- q) Board Recommendation: In view of the above, the Board recommends the resolution set out in the accompanying Notice for the approval of the shareholders.

Item No. 4: Appointment of Mr. G. Soundarrajan (Membership No. 13993) as Secretarial Auditor for a fixed term of five consecutive financial years from FY 2025-26 to FY 2029-30.

- a) Pursuant to the recent amendment to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, introduced through the SEBI (LODR) (Third Amendment) Regulations, 2024, listed entities are now required to appoint a Secretarial Auditor for a continuous term of five financial years, effective from April 1, 2025. Previously, such appointments were made annually without a mandated fixed tenure.
- b) In compliance with the above regulatory requirement and Section 204 of the Companies Act, 2013, the Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of Mr. G. Soundarrajan, Practising Company Secretary (Membership No. 13993; CP No. 4993), as the Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from FY 2025-26 and ending with FY 2029-30, subject to the approval of the members at the ensuing Annual General Meeting.
- c) Remuneration: The proposed remuneration payable to the Secretarial Auditor is ₹1,00,000/- (Rupees One Lakh only) per annum, exclusive of applicable taxes and reimbursement of out-of-pocket expenses. The remuneration for the five-year

term shall be fixed by the Board, in consultation with the Auditor, and may be revised from time to time. There is no material change in the fees payable compared to the remuneration paid to the Secretarial Auditor for the previous financial year.

- d) Brief Profile of the Auditor: Mr. G. Soundarrajan is a Practising Company Secretary with over 17 years of experience in corporate and secretarial compliance. His expertise includes company and LLP incorporations, drafting legal documents, preparing agendas and minutes for Board and General Meetings, conducting Secretarial Audits under the Companies Act, 2013, and handling FEMA, SEBI, and MCA-related filings. He has been associated with the Company as its Secretarial Auditor since the introduction of the audit requirement and holds a valid Peer Review Certificate (No. 2101/2022) issued by the Institute of Company Secretaries of India (ICSI), valid until 31st May 2027.
- e) Regulatory Compliance and Additional Disclosures: In accordance with Regulation 24A of the SEBI (LODR) Regulations, 2015, as amended, Mr. Soundarrajan has confirmed that he is not debarred or disqualified by SEBI, the Ministry of Corporate Affairs, or any other authority. He has also affirmed that there is no conflict of interest and no professional disqualification under applicable laws. The appointment aligns with the Company's governance framework and internal auditor selection policies.
- f) Inspection of Documents: All relevant documents referred to above will be available for inspection by shareholders at the Company's Registered Office during business hours.
- g) None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.
- h) The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Item No. 5: Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors (Firm Registration No. 000007) for the financial year ending 31st March 2026

The Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment of M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), as the Cost Auditors of the Company for the financial year ending 31st March 2026. The firm will audit the cost records maintained by the Company in respect of its products, namely sugar, cogeneration of power, and industrial alcohol.

The Cost Auditors have confirmed their eligibility and consented to act as the Cost Auditors for the financial year ending 31st March 2026, in accordance with the applicable provisions of the Companies Act, 2013.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board, is required to be ratified by the shareholders of the Company.

The total remuneration payable to M/s. S. Mahadevan & Co. for the said financial year is ₹ 2,00,000 (Rupees Two Lakhs only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses. This amount is allocated as follows: ₹1,00,000 for sugar, ₹65,000 for cogeneration of power, and ₹ 35,000 for industrial alcohol.

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

The Board recommends the resolution for approval of the shareholders as an Ordinary Resolution.

By Order of the Board

Place : Coimbatore
Date : 29th May 2025

M. PONRAJ
Company Secretary
Membership No. : A29858