

**RAJSHREE SUGARS & CHEMICALS LIMITED**

Registered Office: 1GV, 360, Kamaraj Road, Uppilipalayam, Coimbatore - 641 015

Tel (0422) 2580981-82 CIN: L01542TZ1985PLC001706

E-Mail: rscl@rajshreesugars.com; Website: www.rajshreesugars.com

**NOTICE TO THE MEMBERS**

Notice is hereby given that the 40<sup>th</sup> Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Thursday, 23<sup>rd</sup> July 2026 at 11 AM at the Registered office of the Company at 1GV, 360, Kamaraj Road, Uppilipalayam, Coimbatore - 641015 (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 31<sup>st</sup> March 2026, 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 31<sup>st</sup> March 2026, comprising the Balance Sheet as at 31<sup>st</sup> March 2026, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, together with the notes forming part thereof, and 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 Mr. R. Varadarajan (DIN: 00001738), 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 the Articles of Association of the Company, Mr. R. Varadarajan (DIN: 00001738), Director of the Company (currently designated as Wholetime Director), who retires by rotation at this 40<sup>th</sup> Annual General Meeting and, as recommended by the Nomination and Remuneration Committee (NRC) and the Board of Directors, being eligible and having offered himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

- 3) **Appointment of Statutory Auditors for five financial years from 2026-27 to 2030-31:**

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

**"RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Karthikeyan & Jayaram, Chartered Accountants, Coimbatore (Firm Registration No. 007570S), be and are hereby appointed as the Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 40th Annual General Meeting until the conclusion of the 45th Annual General Meeting of the Company, covering the five financial years (FY) from FY 2026-27 to FY 2030-31, in the place of M/s. S. Krishnamoorthy & Co., Chartered Accountants (Firm Registration No. 001496S), the present Auditors of the Company, who complete their second consecutive term at the close of the ensuing 40th Annual General Meeting."

**"RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to fix and revise the statutory audit fee payable to the Statutory Auditors, based on the recommendation of the Audit Committee, in consultation with the Statutory Auditors, exclusive of applicable taxes and reimbursement of out-of-pocket expenses."

**"RESOLVED FURTHER** that the fees payable to the Statutory Auditors for other permitted services, including certification and taxation-related matters but excluding such services specifically prohibited under Section 144 of the Act, subject to the approval of the Audit Committee, and the Audit Committee be and is hereby authorised to empower any Director or Key Managerial Personnel or any other Officer of the Company to negotiate, determine and finalise such fees from time to time and on a case-to-case basis, in consultation with the said Auditors."

**SPECIAL BUSINESS:**

**4) Reappointment of Mr. R. Varadarajan (DIN : 00001738) as Wholetime Director for a period of five years from 5<sup>th</sup> June 2026.**

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, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the approval of the shareholders be and is hereby accorded for the reappointment of Mr. R. Varadarajan (DIN: 00001738) as a Wholetime Key Managerial Personnel in the position of Wholetime Director of the Company for a period of five years with effect from 5<sup>th</sup> June 2026, including his continuation as Wholetime Director after attaining the age of 70 years during the said tenure, and for payment of remuneration as detailed below:

- a) Salary of ₹10,00,000/- (Rupees Ten Lakhs only) 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 ₹ 5,00,000 (Rupees Five Lakhs only) 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 to 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 and in the event of such loss or inadequacy arising for more than three financial years during such tenure it shall be subject to such further approvals as may be required under Schedule V to the Companies Act, 2013."

**5) Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors (Firm Registration No. 000007), for the financial year ending 31<sup>st</sup> March 2027.**

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 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies and confirms the remuneration of ₹2,50,000 (Rupees Two Lakhs Fifty Thousand only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses, as approved by the Board of Directors based on the recommendation of the Audit Committee, payable to M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007), appointed as Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2027, for conducting the audit of cost records relating to sugar (₹1,25,000), cogeneration of power (₹81,000) and industrial alcohol (₹44,000)."

By Order of the Board

Place : Coimbatore  
Date : 20<sup>th</sup> May 2026

**M. PONRAJ**  
Company Secretary  
Membership No. : A29858

**NOTES:**

- a) 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 17<sup>th</sup> July 2026 to 23<sup>rd</sup> July 2026 (both days inclusive) for the purpose of 40<sup>th</sup> AGM.
- b) 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.mufg.com](mailto:coimbatore@in.mpms.mufg.com).
- c) '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.mufg.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](http://www.rajshreesugars.com) or the website of National Securities Depositories Limited (NSDL) at [www.evoting.nsdl.com](http://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 20<sup>th</sup> April 2018 and 16<sup>th</sup> July 2018, transfer of physical shares is not permitted after 1<sup>st</sup> 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 17<sup>th</sup> May 2023 and amendments dated 17<sup>th</sup> November 2023 and 7<sup>th</sup> 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 1<sup>st</sup> 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 10<sup>th</sup> 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 31<sup>st</sup> 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 20<sup>th</sup> December 2023 and 1<sup>st</sup> 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 (RTA).
- k) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for financial year 2025-26 or have questions with regard to the financial statements and the matters to be placed at the 40<sup>th</sup> AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to [investor@rajshreesugars.com](mailto:investor@rajshreesugars.com) at least ten days before the start of meeting i.e. by 13<sup>th</sup> July 2026.
- 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, proxy form, 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](mailto:investor@rajshreesugars.com) on or before 5 PM (IST) on 17<sup>th</sup> July 2026. 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 40<sup>th</sup> AGM scheduled to be held on Thursday, 23<sup>rd</sup> July 2026 at 11 AM 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](mailto:coimbatore@in.mpms.mufg.com)  
Website : [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com)

The e-voting module shall be disabled for voting on 22<sup>nd</sup> July 2026 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 16<sup>th</sup> July 2026 (cut-off date) for determining the eligibility to vote through electronic mode).

Mr.B.Krishnamoorthi, FCA, (Membership No : 20439) 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 40<sup>th</sup> 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](http://www.rajshreesugars.com), Company's notice Board at the Registered Office of the Company, website of NSDL viz., [www.evoting.nsdl.com](http://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.

- p. 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](http://www.iepf.gov.in).
- q. 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](http://www.rajshreesugars.com).

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

1. Pursuant to the General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") 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.
2. Pursuant to the Circular dated 8<sup>th</sup> 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 13<sup>th</sup> April 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rajshreesugars.com](http://www.rajshreesugars.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE and NSE, at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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.

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

The remote e-voting period begins on Monday, 20<sup>th</sup> July 2026 at 9.00 AM and ends on Wednesday, 22<sup>nd</sup> July 2026 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, i.e., 16<sup>th</sup> July 2026, being the cut-off date, may cast their vote electronically. The voting rights 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](mailto: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](http://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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under <b>e-Voting</b> services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="740 791 1158 1052" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>App Store    Google Play</p> <p>Two QR codes are provided for scanning to download the NSDL Mobile App.</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be 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.</li> </ol>

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto: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 [bk.scrutiniser@gmail.com](mailto:bk.scrutiniser@gmail.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 e-Voting tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on no: 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto: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](mailto:investor@rajshreesugars.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investor@rajshreesugars.com](mailto:investor@rajshreesugars.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto: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 Mr. R. Varadarajan (DIN: 00001738), Director, retiring by rotation**

- a) Mr. R. Varadarajan (Date of Birth: 22nd April 1958; Nationality: Indian), has been serving as Wholetime Director of the Company since 5<sup>th</sup> June 2003 and continues in that role. Pursuant to Section 203 of the Companies Act, 2013 ("Act"), the Company is required to appoint a whole-time Key Managerial Personnel in the capacity of a Wholetime Director, in the absence of a Managing Director, Chief Executive Officer or Manager. Further, according to Section 2(n) of the Factories Act, 1948, read with its proviso, only a Director can hold the position of "Occupier" of a factory. Since 2003, Mr. Varadarajan has been acting as the Occupier of the factory units.

In accordance with Section 152 of the Act, 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 every Annual General Meeting.

The Company has six Directors, comprising four Independent Directors, who are not liable to retire by rotation and two Non-Independent Directors, who are liable to retire by rotation. Mr. Varadarajan, being the longest-serving Non-Independent Director, is due to retire by rotation at this AGM and, being eligible, has offered himself for reappointment.

- b) The Nomination and Remuneration Committee ("NRC") and the Board of Directors, at their respective meetings held on 20<sup>th</sup> May 2026, have recommended the reappointment of Mr. Varadarajan as Director, liable to retire by rotation.
- c) Mr. R. Varadarajan has been associated with Rajshree Sugars & Chemicals Limited ("RSCL") since its inception. He holds a Master's Degree in Business Management and a Master's Degree in English Literature. He has extensive experience in strategic planning, project management, financial planning, technical operations and commercial management. He has played a key role in the Company's growth and diversification from sugar to alcohol, organic fertilizer, cogeneration of power and bio-products. He has been actively involved in industry associations at the State and national levels. He is currently President of the South Indian Sugar Mills Association ("SISMA") and Executive Committee Member of the Indian Sugar & Bio-energy Manufacturers Association ("ISMA").
- d) He received an "Excellent" rating in the performance evaluation conducted by the NRC, the Independent Directors and the Board at their meetings held in February 2026.
- e) Mr. Varadarajan possesses the skills, expertise and competencies identified by the Board as required in the context of the Company's business and sector, in terms of Regulation 36(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed skills / competency matrix is disclosed in the Corporate Governance Report forming part of the Annual Report.
- f) Other Directorships and Committee Memberships:

Directorship in Other Companies	Membership in Committees
Sri Krishna Potable Products Private Limited	Nil
CoCCA Art & Design Institute Private Limited	Nil
The Lakshmi Mills Company Limited	Audit Committee; Stakeholders' Relationship Committee; Nomination and Remuneration Committee

g) Committee Memberships in the Company :

Name of the Committee	Position
Share Transfer Committee	Chairman
Audit Committee	Member
Stakeholders Relationship Committee	Member
Corporate Social Responsibility Committee	Member
Securities Allotment Committee	Member

- h) During the past three years, he resigned as an Independent Director of Lakshmi Engineering and Warehousing Limited, a listed entity, with effect from 10th September 2024.
- i) Mr. Varadarajan does not hold any shares in the Company, either directly or as a beneficial owner. During the financial year 2025-26, he attended all five Board Meetings of the Company. Further, he is not related to any Director or Key Managerial Personnel of the Company or their relatives.
- j) The details regarding remuneration sought to be paid and remuneration last drawn by Mr. R. Varadarajan are not applicable, as this item relates only to his reappointment as Director retiring by rotation. The relevant remuneration details are provided separately under the item relating to his reappointment as Wholetime Director at this Annual General Meeting.
- k) The Company has received from Mr. Varadarajan: (i) consent to act as Director in Form DIR-2; (ii) intimation in Form DIR-8 confirming that he is not disqualified under Section 164(2) of the Act; and (iii) declaration of non-disqualification under other applicable provisions of Section 164.
- l) The appointment of Mr. Varadarajan 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 the SEBI Circular dated 20th March 2020, Mr. Varadarajan 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.
- m) The documents referred to above will be available for inspection at the Company's registered office during business hours.
- n) This explanatory statement may also be treated as disclosure under Regulation 36 of the SEBI (LODR) Regulations, Section 152(5) and Section 102 of the Act, Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), and other applicable laws.
- o) 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, except Mr. Varadarajan and his relatives.
- p) In light of the above, the Board recommends the resolution for the reappointment of Mr. Varadarajan, as set out in the Notice, for approval by the shareholders.

**Item No.3 : Appointment of Statutory Auditors for five financial years from 2026-27 to 2030-31**

- a) M/s. S. Krishnamoorthy & Co., Chartered Accountants (Firm Registration No. 001496S), the existing Statutory Auditors of the Company, will complete their second term at the conclusion of the 40th Annual General Meeting ("AGM") and will not be eligible for reappointment in terms of the provisions of the Companies Act, 2013 ("Act").
- b) Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 20<sup>th</sup> May 2026, has recommended the appointment of M/s. Karthikeyan & Jayaram, Chartered Accountants, Coimbatore (Firm Registration No. 007570S; Peer Review Certificate No. 017284, valid from 28<sup>th</sup> June 2024 to 30<sup>th</sup> June 2027), as the Statutory Auditors

of the Company for a term of five consecutive years, to hold office from the conclusion of the 40th AGM until the conclusion of the 45<sup>th</sup> AGM of the Company, covering the financial years from FY 2026-27 to 2030-31, subject to the approval of the Members.

- c) The recommendation for appointment has been made after considering the eligibility, experience, professional expertise, independence and credentials of the proposed Statutory Auditors.
- d) Brief Profile: M/s. Karthikeyan & Jayaram, Chartered Accountants, is a firm established on 6<sup>th</sup> November 1974 and has over 52 years of professional experience. The firm provides professional services in the areas of audit and assurance, risk advisory, domestic and international taxation, regulatory services, corporate advisory and financial services. The firm has offices at Coimbatore and Erode and has experience across various sectors including manufacturing, banking, NBFCs, infrastructure, textiles, agro-based industries, food industries, logistics, retail, educational institutions and other sectors.
- e) The statutory audit fee paid to the existing Statutory Auditors for the financial year 2025-26 was ₹9.00 lakhs (Rupees Nine Lakhs only), exclusive of applicable taxes, reimbursement of out-of-pocket expenses and fees for other permitted services. The proposed statutory audit fee payable to the proposed Statutory Auditors is ₹9.00 lakhs (Rupees Nine Lakhs only) per financial year, exclusive of applicable taxes, reimbursement of out-of-pocket expenses and fees for other permitted services. Accordingly, there is no material change in the proposed statutory audit fee compared to the fee paid to the existing Statutory Auditors.
- f) The Board of Directors shall be authorised to fix or revise the statutory audit fee payable to the Statutory Auditors for subsequent financial years, based on the recommendation of the Audit Committee and in consultation with the Statutory Auditors, exclusive of applicable taxes and reimbursement of out-of-pocket expenses.
- g) The fees payable to the Statutory Auditors for other permitted services, including certification and taxation-related matters, shall be subject to the approval of the Audit Committee. The Audit Committee may authorise any Director or Officer of the Company to negotiate, determine and finalise such fees, in consultation with the Statutory Auditors, within the authority granted by the Audit Committee and subject to applicable laws.
- h) The proposed Auditors have consented to their appointment as Statutory Auditors of the Company and have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Sections 139 and 141 of the Act and the Rules framed thereunder.
- i) The Board shall also be authorised to delegate all or any of the powers conferred under the resolution to any Committee, Director or Officer of the Company, subject to applicable laws, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the resolution, without requiring any further approval of the Members.
- j) None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.
- k) The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as an Ordinary Resolution.

**Item No.4 : Reappointment of Mr. R. Varadarajan (DIN : 00001738) as Wholetime Director for a period of five years from 5<sup>th</sup> June 2026.**

- a) The tenure of Mr. R. Varadarajan (DIN: 00001738; Date of Birth: 22nd April 1958; Nationality: Indian), as Wholetime Director expires on 4<sup>th</sup> June 2026. The Board of Directors, at its meeting held on 20<sup>th</sup> May 2026, based on the recommendation of the Nomination and Remuneration Committee, reappointed Mr. R. Varadarajan as a Wholetime Key Managerial Personnel in the position of Wholetime Director of the Company for a consecutive period of five years from 5<sup>th</sup> June 2026 to 4<sup>th</sup> June 2031, including his continuation as Wholetime Director after attaining the age of 70 years during the said tenure, and approved the remuneration payable to him, as set out in the resolution.

- b) Since Mr. R. Varadarajan will attain the age of 70 years during the proposed tenure, approval of the Members is being sought by way of Special Resolution for his reappointment and continuation as Wholetime Director after attaining the age of 70 years, in terms of Section 196(3) of the Companies Act, 2013 (the Act). The Board considers his continuation beneficial to the Company, having regard to his long association with the Company, extensive experience, performance evaluation, and his role in the overall operations and management of the Company, as set out in this explanatory statement.
- c) 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 Occupier of the factory units from the year 2003.
- d) Schedule V to the Companies Act, 2013 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 that 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. The company has no such defaults as on date.
- e) The following details are furnished as required under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and SS-2, in respect of this reappointment / remuneration:

- i. Brief profile : Mr. Varadarajan has been associated with Rajshree Sugars & Chemicals Limited (RSCL) since its inception. He was first appointed as Wholetime Director of the Company on 5th June 2003 and has served in that capacity for about 23 years. He holds a Master's Degree in Business Management and a Master's Degree in English Literature.

He has extensive experience in strategic planning, project management, financial planning, technical operations and commercial management. He has played a key role in company's growth and diversification from sugar to alcohol, organic fertilizer, cogeneration of power and bio-products.

He has been actively involved in industry associations at the State and national levels. He is currently President of the South Indian Sugar Mills Association (SISMA) and Executive Committee Member of Indian Sugar & Bio Energy Mills Association - ISMA.

- ii. He received an "Excellent" rating in the performance evaluation conducted by the NRC, the Independent Directors and the Board during their meetings held in February 2026.
- iii. Skills and Competencies: Mr. Varadarajan possesses all the skills, expertise and competencies identified by the Board as required in the context of the Company's business and sector, in terms of Regulation 36(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed skills / competency matrix is disclosed in the Corporate Governance Report forming part of the Annual Report.
- iv. Other Directorships and Committee Memberships:

Directorship in Other Companies	Membership in Committees
Sri Krishna Potable Products Private Limited	Nil
CoCCA Art & Design Institute Private Limited	Nil
The Lakshmi Mills Company Limited	<ul style="list-style-type: none"> <li>● Audit Committee</li> <li>● Stakeholders' Relationship Committee;</li> <li>● Nomination and Remuneration Committee</li> </ul>

v) Committee Memberships in the Company :

Name of the Committee	Position
Share Transfer Committee	Chairman
Audit Committee	Member
Stakeholders Relationship Committee	Member
Corporate Social Responsibility Committee	Member
Securities Allotment Committee	Member

- vi. In the past three years, he has resigned from Lakshmi Engineering and Warehousing Limited, a listed entity, with effect from 10<sup>th</sup> September 2024.
- f) Mr. Varadarajan does not hold any shares in the Company, either directly or as a beneficial owner. Throughout the financial year 2025-26, he attended all five Board Meetings of the Company. Additionally, he has no relationships with other Directors and Key Managerial Personnel of the Company or their relatives.
- g) The Company has received from Mr. Varadarajan : (i) Consent to act as Director (Form DIR-2), (ii) Intimation in Form DIR-8 confirming he is not disqualified under Section 164(2) of the Act and (iii) Declaration of non-disqualification under other applicable provisions of Section 164.
- h) The appointment of Mr. Varadarajan 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 the SEBI Circular dated 20th March 2020, Mr. Varadarajan 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
- i) Statement as required under Section II of Part II of Schedule V of the Act :

**1. GENERAL INFORMATION**

- i. 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, producing a considerable quantum of ethanol for mixing with petrol as a mitigating measure to energy supply disruptions and also exports sugar to the extent allowed by the Government 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.
- ii. Date or expected date of commencement of commercial production: The Company is a running entity since 1985.
- iii. 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
- iv. Financial performance based on given indicators:  
The Company achieved a turnover of ₹54,467.74 lakhs and incurred a net loss of ₹10,273.04 lakhs for the financial year 2025-26 calculated as per Section 198 of the Companies Act, 2013.
- v. Foreign investments or collaborators, if any. Nil

## 2. INFORMATION ABOUT THE APPOINTEE MR.R.VARADARAJAN

- i. Background details: Please refer brief profile above.
- ii. Past remuneration:
  - 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.

During the financial year 2024-25, Mr. Varadarajan, was paid total remuneration of ₹130.68 lakhs, comprising salary of ₹117.00 lakhs, perquisites of ₹0.40 lakhs, sitting fees of ₹2.80 lakhs and performance-linked incentive / variable pay of ₹10.48 lakhs. No bonus, stock options, pension or commission were paid to him. The performance-linked incentive was based on parameters such as crushing volume, EBITDA and overall performance of the Company. His service contract is for a period of three years, with a notice period of three months. No severance fees are payable.

- iii. Recognition or awards: The Coimbatore Management Association recognized him with its award as Best Manager of the Year 2011.
- iv. Job profile and his suitability: As Wholtime 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.
- v. Remuneration proposed
  - A. Salary of ₹10,00,000/- 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 ₹5,00,000 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.

The above remuneration shall be payable as minimum remuneration in the event of loss or inadequacy of profits in any financial year and, in the event of such loss or inadequacy arising for more than three financial years during such tenure, it shall be subject to such further approvals as may be required under Schedule V to the Companies Act, 2013.

- vi. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The proposed remuneration is considered comparable with the remuneration levels prevailing in the industry, having regard to the size and operations of the Company, the responsibilities attached to the position of Wholetime Director, and the qualifications, experience and contribution of Mr. Varadarajan.

- vii. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Nil.

### 3. OTHER INFORMATION

- i. Reasons of loss or inadequate profits: The accumulated losses are primarily due to unprecedented back-to-back droughts in 2016 and 2018, which reduced cane availability and consequently led to significant financial losses.

- ii. Steps taken or proposed to be taken for improvement:

The Company has undertaken several initiatives to strengthen operations and ensure sustainable growth. Cane development programs have been introduced to support farmers with improved seed varieties and timely inputs, while efficient irrigation practices are being promoted to reduce dependence on monsoon rainfall. Operations have been diversified into ethanol production and power generation from bagasse, thereby reducing reliance solely on sugar revenues. In addition, plant machinery has been upgraded and cost control measures implemented to enhance efficiency. The Company has also reinforced farmer relationships through timely payments and agronomic support, ensuring a stable and consistent supply of sugarcane.

- iii. 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 ground water recharge in the command areas of the company has been encouraging for cane planting, thereby supporting factory operations for at least next two years.

- j) The Memorandum and Articles of Association of the Company, relevant resolutions passed by the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors, the resolution and explanatory statement setting out the terms of appointment and remuneration of the Wholetime Director, which shall be treated as the written memorandum for the purpose of Section 190(1)(b) of the Companies Act, 2013, and such other documents referred to above, will be available for inspection by the members at the Registered Office of the Company during business hours on any working day.
- k) 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.
- l) The Board of Directors recommends the resolution furnished in the agenda for approval of the shareholders by way of special 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 2027**

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 Cost Auditors of the Company for the

financial year ending 31<sup>st</sup> March 2027. The Cost Auditors 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 Cost Auditors for the financial year ending 31<sup>st</sup> March 2027, in accordance with the applicable provisions of the Companies Act, 2013.

In accordance with 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 ₹2.50 lakhs (Rupees Two Lakhs Fifty Thousand only), exclusive of applicable taxes and reimbursement of out-of-pocket expenses. This amount is allocated as follows: ₹1.25 lakhs for sugar, ₹0.81 lakhs for cogeneration of power and ₹0.44 lakhs for industrial alcohol.

The remuneration has been increased from ₹2.00 lakhs paid in the previous year, considering that the last increase was made three years ago. The previous year's remuneration was ₹1.00 lakh for sugar, ₹0.65 lakhs for cogeneration of power and ₹0.35 lakhs 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 : 20<sup>th</sup> May 2026

**M. PONRAJ**  
Company Secretary  
Membership No. : A29858