

THE JEYPORE SUGAR COMPANY LIMITED

(INCORPORATED IN 1936)

BOARD OF DIRECTORS

WHOLETIME DIRECTORS

- | | |
|--|--------------------------------------|
| Smt.Rajeswary Ramakrishnan , B.A. (DIN :01385665) | - Chairman - cum - Managing Director |
| Smt.Anita Prabhu , B.COM (DIN : 01502095) | - Executive Director |

NON-EXECUTIVE PROMOTOR DIRECTORS:

- | | |
|--|---------------------|
| Sri.R.Prabhu , B.E (HONS), S.M.(MIT) (DIN : 01276679) | - Promoter Director |
| Dr.S.R.K.Prasad , D.SC., (USA) (DIN : 01276634) | - Promoter Director |

NON-EXECUTIVE INDEPENDENT DIRECTORS:

- | | |
|--|------------------------|
| Sri.Boppana Ramalingeswara Rao , M.A., L.L.B. (DIN : 01276661)- | Independent Director |
| Sri.K.Muneswara Rao (DIN : 01276731) | - Independent Director |
| Sri.R.Kannan , M.TECH. (DIN : 00380328) | - Independent Director |
| Sri.K.Subramanian , M.A. B.L. (DIN : 00019088) | - Independent Director |

G . M. FINANCE & COMPANY SECRETARY

Sri.P.S.Krishnamoorthy

AUDITORS

M/s.Brahmayya & Co.
Chartered Accountants
33-25-33/B, Govindarajulu Naidu Street
Suryaraopeta
Vijayawada - 520 003
Krishna Dist. A.P

COST AUDITOR

M/s.Aruna Prasad
Cost Accountant
Plot No.802/2, 64th Street
10th Sector, K.K.Nagar
Chennai - 600 078.

BANKERS

Bank of India, Indian Overseas Bank
Bank of Baroda, The South Indian Bank Ltd.,
Andhra Bank
The District Co-Op Central Bank Ltd.,
Industrial Development Bank of India Ltd.,
State Bank of Hyderabad

REGISTERED & CORPORATE OFFICE

"Ramakrishna Buildings"
No.239, Anna Salai, Chennai - 600 006
Ph : 044-42647145, 43520365
Email : jeyporesugar@gmail.com

REGISTRARS & SHARE TRANSFER AGENT & DEPOSITORY REGISTRARS

M/s.Cameo Corporate Services Limited
'Subramanian Building'
No.1,Club House Road, Chennai - 600 002.
Ph : 044-28460390

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventy eighth Annual General Meeting of the Company will be held on Monday the 15th September, 2014 at 11.00 AM at 'Narada Gana Sabha', 314, TTK Road, Alwarpet, Chennai - 600 018 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 the profit and Loss Account for the accounting period ended on that date, and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri.R.Prabhu (DIN : 01276679), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr.S.R.K.Prasad (DIN: 01276634), who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors (M/s Brahmayya & Co, Firm Registration No. 000513S Chartered Accountants) to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors.

SPECIAL BUSINESS

To Consider and it thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

5. "Resolved that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Boppana Ramalingeswara Rao (DIN : 01276661), Director of the Company whose period of office is not liable to determination by retirement of Directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
6. "Resolved that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.Kotharu Muneswara Rao (DIN : 01276731), Director of the Company whose period of office is not liable to determination by retirement of Directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
7. "Resolved that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.R.Kannan (DIN : 00380328), Director of the Company whose period of office is not liable to determination by retirement of Directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
8. "Resolved that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.K.Subramanian (DIN : 00019088), Director of the Company whose period of office is not liable to

THE JEYPORE SUGAR COMPANY LIMITED

determination by retirement of Directors by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution.

9. "Resolved that pursuant to the provisions of Sections 196, and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and subject to such other approvals including that of the Central Government, if so required and as may be necessary, Smt.Anita Prabhu (DIN : 01502095), be and is hereby appointed as the Executive Director of the company for a period of five years from 1st August 2014, during which term of office she shall not be liable to retirement by rotation, on the terms and conditions as to remuneration as hereunder:..

i. Salary	Not exceeding Rs.2,00,000/- (Rupees two lakhs) per month or Rs.24,00,000/- (Rupees twenty four lakhs) per annum, to be paid to her at such intervals during the year as may be mutually agreed upon by her and the Board of Directors
ii. Others	Contribution to Provident Fund, as applicable to her in accordance with the rules of the company to the extent it is not taxable under the Income Tax Act, 1961 Encashment of accumulated leave if any at the end of her tenure in accordance with the company's rules applicable to her. Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
iii. Car and Telephone	The Executive Director shall be allowed the use of one or more cars of the company for use in connection with her employment in the company. She will also be allowed the use of one or more telephones of the company from her residence for use in connection with her employment in the company.
iv. Commission	She shall be entitled to receive remuneration by way of commission on net profits in addition to the above salary and others such that the amount of salary, and others as about and commission, in the aggregate is subject to an overall ceiling of 3% of the net profits of the company in a particular financial year as laid down in Section 197 and 198 of the Companies Act, 2013.
v. Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during her said tenure, the company has no profits or its profits are inadequate, the company will pay her as minimum remuneration the amounts determined under items (i) and (ii) as stated above and she shall not be entitled to any commission. Such minimum remuneration may be paid to her in any of the three financial years during her tenure of appointment of five years aforementioned.

Resolved further that in the event of any statutory amendment or modification or relaxation relating to the payment of remuneration to the managerial persons or to Schedule V of the Companies Act, 2013, the Board of Directors be and are hereby authorized to vary or increase the remuneration including the salary and others within the prescribed limits.

Resolved further that the Board of Directors be and are hereby authorized to take all such steps as may be deemed expedient or desirable to give effect to this resolution."

To consider and if thought fit to pass with or without modification the following resolution as on Special resolution.

- 10) "RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s) regulation(s) or any law for the time being in force or required from any other concerned authorities and in pursuance of earlier Resolutions passed in this regard under the Companies Act 1956, the Board of Directors of the Company and / or any committee thereof, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages / charges / hypothecation and / or other encumbrances, if any created by the Company on all or any part of the immovable and / or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future, with power to enter upon and take possession of assets of the Company in certain events when so provided in the agreement(s) entered into, such charges to rank either pari-passu with or second, subsequent, sub servient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks and other Lending Institutions and / or to such other persons, if any from whom the Company has / or proposed / proposes to borrow money / sums of money's by way of term loans, cash credits, over drafts, discounting of bills, inter-corporate deposits, commercial papers or such other Financial Instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses and other monies in terms of the agreement(s) entered / to be entered into by the Board of Directors / any committee thereof of the Company within the overall borrowing limits of Rs.500 Crores (Five hundred crores only) as fixed pursuant to Section 180 (1) (c) of the Companies Act 2013."
- 11) "Resolved that pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and in pursuance of all earlier Resolutions passed in this regard under the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any committee thereof, to borrow at its discretion, either from the Company's bank or any other Indian or Foreign Bank (s) , / Financial Institutions, and / or any other lending Institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers / Financial Institutions in the ordinary course of business) with or without security on such terms and conditions as they may think fit may exceed the aggregate of the paid up capital and free reserves of the Company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs.500 Crores (Five hundred crores only) at any one time."

(By Order of the Board)

for THE JEYPORE SUGAR COMPANY LIMITED
(Sd.) RAJESWARY RAMAKRISHNAN
Chairman cum Managing Director

Place : Chennai
Date : 18-06-2014.

THE JEYPORE SUGAR COMPANY LIMITED

IMPORTANT NOTES:

1. Pursuant to the Provisions of Section 91 of the Companies Act, 2013, The Register of Members, Register of Beneficial Owners and Share Transfer Books of the Company will remain closed from 9th September, 2014 to 15th September, 2014 (both days inclusive).
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed here to and forms part of notices.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument of Proxy, in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.
5. **Members holding shares in dematerialized form**, may please note that while opening a depository account with participants they might have given **their bank account details**, which will be printed on their dividend warrants. However, if members want to change / correct the Bank details, they should send the same immediately to the concerned Depository Participant. Members are also requested to give MICR code of their bank to their Depository Participant. **The Company will not entertain any direct request from members for addition / deletion / change in bank account details furnished by Depository Participant to the Company.**
6. Pursuant to the Provisions of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests to the Registrar and Share Transfer agents.
7. Under Section 125 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection fund (IEPF), constituted by the Central Government. The Company had accordingly, transferred Rs.9,72,045/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2005-2006 on 18-10-2013 and Rs.3,170/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend 2004-2005 on 7-1-2014 and Rs. 9,95,985/- being the unpaid and unclaimed dividend amount pertaining to Interim Dividend 2006-2007 on 12-5-2014 respectively, to the Investor Education and Protection Fund of the Central Government.
8. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The Company was sent a separate reminder letter to the shareholders those members having unclaimed dividends pertaining to Final dividend for the year 2006-2007 by registered post on 21-07-2014. Any member who has not claimed dividend in respect of the said financial year 2006-2007 (Final dividend) is requested to approach the Company / Registrar and

Share Transfer Agents of the Company for claiming the same as early as possible but not later than 25-9-2014.

9. The Unclaimed Dividend for the year(s) 2006-2007(Final), 2007-2008, 2008-2009, 2009-2010 and 2011-2012 are held in separate Bank Accounts and Shareholders who have not received the dividend / encashed the said warrants, are in their own interest advised to write to the Company / Registrar and share transfer agent of the company immediately with complete details for encashment of those dividends. Any person claiming to be entitled to the amounts transferred to IEPF may apply to the authority constituted by the Central Government under Sub- Section 5 of Section of the Companies Act, 2013
10. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate the Company / Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited, Chennai, under the signature of the sole / first joint holder, the following information to be incorporated on dividend warrants.
 - i. Name of the Sole / first holder and the Folio Number.
 - ii. Particulars of Bank Account, viz. Name of the Bank, Name of the Branch, Complete address of the Bank with PIN code, Account type and the Bank Account Number.
11. As per the Circular number MRD/DOP/ Cir -05/2009 dt : May 20, 2009 issued by the Securities Exchange Board of India (SEBI) it is mandatory to quote PAN for transfer / transmission of shares in physical form. Therefore the transferee(s) / legal heirs are requested to furnish a copy of PAN to the Registrar and Share Transfer agents.
12. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
13. Electronic copy of the Annual Report for the year 2013-2014 is being sent to all the members whose email IDs are registered with the company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2013-2014 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 78th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 78th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 78th Annual General Meeting and the Annual Report for the year 2013 -2014 will also be available on the Company's website www.jeyporesugars.com for their download. The physical copies of the aforesaid documents will also be available at the Company's

THE JEYPORE SUGAR COMPANY LIMITED

Registered Office at Chennai during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also sent requests to the Company's investor email id: shares@jeyporesugars.com

15. Members / proxy holders must bring the **Attendance Slip duly filled and signed**, the meeting and hand it over at the entrance. Xerox copy / torn attendance slips will not be accepted at the entrance of the Meeting Hall. Members are requested **to bring their copy of the Annual Report to the Meeting**, as copies will not be distributed at the Meeting hall, as measure of austerity. Corporate Members are requested to send to the Company's Registrar and Transfer Agents, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.
16. **Members desirous of obtaining any information** concerning the accounts and operations of the Company are requested **to address their queries in writing** to the Secretarial Division at least Ten days **before the Meeting** so that the information may be made available at the meeting.
17. The members are requested to register their e-mail address / any change in the already registered e-mail address, to the Company / Registrar and Transfer Agents to enable service of documents through electronic mode, in line with the Green Initiatives in Corporate Governance taken by the Ministry of Corporate Affairs, allowing paperless compliance by the Companies.
18. M/s. Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 are the Registrar and Share Transfer Agent and Depository Participants of the Company for physical / electronic shares and all correspondences with regard to transfer of shares etc may be addressed to them directly.
19. Voting through electronic means - **E-Voting Sequence Number (EVSN) - 140808030**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 78th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVEN" along with "THE JEYPORE SUGAR COMPANY LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now, fill up the following details in the appropriate boxes:
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company
	For CDSL : 16 digits beneficiary ID	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both Demat Shareholders as well as physical Shareholders.	
DOB#	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account or folio in DD/MM/YYYY format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

" Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. (Sl.No. mentioned in your address label can be used as Sequence No. for this purpose)

- # Please enter any one of the details in order to login. Incase either of the details are not recorded with the depository please enter your demat account or Folio number the value <Default Value> in the Dividend Bank details field.
- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on <The Jeypore Sugar Company Limited> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

THE JEYPORE SUGAR COMPANY LIMITED

- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In Case of members receiving the physical copy:

- (A) Please follow all steps from sl.no. (i) to sl.no. (xvii) above to cast vote
 - (B) The voting period begins on 8th September, 2014 at 9.30 A.M. to 10th September, 2014 at 5.30 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date - 8th August, 2014, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter. The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being August 8, 2014.
 - (C) The Company Secretary has appointed Mr.M.Damodaran, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner / The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 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, forthwith to the Chairman of the Company.
 - (D) The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the Annual General Meeting of the Company and will accordingly be communicated to the stock exchanges.
 - (E) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com
- I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No.5

Mr. Boppana Ramalingeswara Rao is a Non-Executive Director of the Company and has held the position as such for more than five years.

Mr. Boppana Ramalingeswara Rao is a Director whose period of office is not liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. Boppana Ramalingeswara Rao being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019.