



ANNUAL REPORT 2014-15



RAJSHREE SUGARS & CHEMICALS LIMITED CIN L01542TZ1985PLC001706 Regd. Office: "*The Uffizi*", 338/8, Avanashi Road, Peelamedu, Coimbatore - 641 004

NOTICE TO THE MEMBERS

Notice is hereby given that the 29th Annual General Meeting of the Members of Rajshree Sugars & Chemicals Limited will be held on Monday, the 10th August 2015 at 10.00 AM at the Chamber Hall, Indian Chamber of Commerce & Industry, Avanashi Road, Coimbatore 641 018 to transact the following business:

ORDINARY BUSINESS:

1 To consider and adopt the standalone Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date, notes thereon and the report of the Board of Directors and the report of the Auditors.

"**RESOLVED** that the audited Standalone Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Board's Report and the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

2 To consider and adopt the Consolidated Statement of Profit & Loss, Cash flow statement for the year ended 31st March 2015, the Balance Sheet as on that date, notes thereon and the report of the Auditors.

"**RESOLVED** that the audited Consolidated Financial Statements of the Company for the year ended 31st March 2015 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Auditors' Report thereon as presented to the meeting, be and are hereby adopted."

3 To appoint a Director in the place of Mr. Raja M.J. Abdeen (DIN 00905319) who retires by rotation and being eligible offers himself for re-appointment.

"**RESOLVED** that Mr. Raja M.J. Abdeen (DIN 00905319), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4 Appointment of Auditors

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

"**RESOLVED THAT** pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and rules made thereunder and pursuant to recommendations of the Audit Committee of the Board, the Company do hereby appoint M/s. Srikishen & Co. Chartered Accountants (Registration No. 0040009S), the retiring auditors as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company on recommendation by Audit Committee."

SPECIAL BUSINESS:

5 Remuneration for Cost Auditor

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

"RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration approved by the Board of Directors on the recommendation of the Audit Committee, for M/s.S.Mahadevan & Co. Cost Accountants (Firm Registration No.000007 for conducting the audit of the cost records for the products sugar, cogeneration of power and industrial alcohol of the Company for the financial year ending March 31, 2016, as set out below:"

Amount (`per annum)

Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

By Order of the Board

RAJSHREE

Place : Coimbatore Date : 27th May 2015

Product

M. PONRAJ Company Secretary

NOTE:

- 1 The Register of Members of the Company will remain closed from 3rd August 2015 to 10th August 2015 (both days inclusive).
- 2 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member. The Proxy can vote in favour or against the resolution at poll.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 3 Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrars and Transfer Agents of the Company, M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006.
- 4 Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- 5 The Company's equity shares are listed in the following stock exchanges at present.

a. National Stock Exchange of India Limited, Mumbai

b. BSE Limited, Mumbai

The Company has paid the Annual listing fees in respect of the above stock exchanges. The Annual custodian fees to National Securities Depository Limited and Central Depository Services (India) Limited for the financial year 2015-16 will be paid on receipt of bills from them.

6 The following are the details of dividends declared by the Company and the respective due dates for transfer of unclaimed / unpaid dividend to the Investor Education and Protection Fund (IEPF).

Date of declaration of dividend	Dividend for the financial year	Due date of credit to the Central Government	Due date of transfer to the Central Government
23.09.2009	2008-2009	22.09.2016	22.10.2016
20.09.2010	2009-2010	19.09.2017	19.10.2017

It may be noted that no claim of the shareholders will be entertained for the unclaimed / unpaid dividends after their credit to the Investor Education & Protection Fund.

In view of the above, the shareholders are advised to send their unencashed dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date for credit to the IEPF.



- 7 The details pertaining to Mr. Raja M.J. Abdeen to be provided in terms of clause 49 of the Listing Agreement with the Stock Exchanges is furnished in the annexure.
- 8 Members desirous of obtaining any information concerning the financial statements and operations of the company are requested to address their queries in writing atleast two weeks before the meeting, so that the information may be made available at the meeting.
- 9 Electronic copy of the Annual Report and AGM Notice are being sent to all the members whose e-mail ID is registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their e-mail ID, physical copies of annual report and AGM notice for the year 2014-15 are sent through the permitted mode separately.
- 10 Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, notices, circulars etc., from the Company. The e-mail may be registered with the Registrar and Share Transfer Agents of the Company viz., M/s.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006. (E-mail: info@skdc-consultants.com).

However, the company can send a physical copy of the Annual Report upon receipt of a requisition from the member of the Company. The Annual Report is available in the website of your company www.rajshreesugars.com and for inspection at the Registered Office of the company during office hours.

Members are requested to support this Green Initiative by registering / updating their e-mail addresses for receiving electronic communications.

- E-Voting option is provided to members pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Please read carefully the instructions for 'e-Voting Process' attached to this notice. Cut-off date for determining the eligibility to vote by electronic means is August 3, 2015.
- 12 The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- 13 The Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of special business is annexed hereunder.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

ITEM No.5 Remuneration for Cost Auditor

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s S. Mahadevan & Co. Cost Auditors to conduct the audit of the cost records of the Company in respect of the products sugar, cogeneration of power and industrial alcohol, for the financial year ending March 31, 2016 as per the following details:

Product	Amount (`per annum)
Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as determined by the Board on recommendation of Audit Committee, has to be ratified by the shareholders of the Company at the following general meeting.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.05 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.



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

The Board commends the resolution for approval by the shareholders.

ITEM No 3:

Details of Mr. Raja M.J. Abdeen (DIN 00905319 Date of Birth 19.06.1950) seeking re-appointment as Director, as required under Clause 49 of the Listing Agreement.

Mr. Raja M.J. Abdeen, Under graduate in general education, is a non-resident Indian based in Singapore with interests in shipping, travel and real estate.

He has wide expertise in the field of administration, management and finance.

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

Directorship in other companies	Membership in Committees
Abdeen UK Ltd, London	Nil
Far Eastern Services P Ltd, Singapore	Nil
Straitsship Services P Ltd, Singapore	Nil
Straits Orient Agencies Pte Ltd	Nil
Olympic Maritime Carriers P Ltd	Nil
Rajnisha Textiles & Exports Pte Ltd	Nil
Straits Travel & Tours (Pte.) Ltd	Nil
Osjay Shipping & Forwarding (Sdn) Bhd, Malaysia	a Nil
Straits Granites & Minerals Pte Ltd.	Nil
Straits Ship-Chandlers (1941) Pte Ltd.	Nil
Far Eastern Services (Malaysia) Sdn. Bhd	Nil
Straits Griffin Logistix (India) Pvt. Ltd.	Nil
Straits Griffin (S) Pte. Ltd.	Nil

He holds membership in the following committees of the company:

Stakeholder Relationship Committee	Chairman
Audit Committee	Member
Nomination & Remuneration Committee	Member

He holds 10,10,000 equity shares in the Company.

Place : Coimbatore Date : 27th May 2015 By Order of the Board

M. PONRAJ Company Secretary

4



VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreement read with section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 29th Annual General Meeting scheduled to be held on Monday, the 10th day of August 2015 at 10.00 AM and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in respect of the resolution as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise vote by ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Scrutinizer so as to reach him on or before 5:00 PM on August 9, 2015. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e. either by Physical ballot or through e-voting. If members are opting for e-voting then do not vote by physical ballot or vice versa.

However, in case of Members casting their vote both by Physical ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

Details of persons to be contacted for issues relating to e-voting:

S.K.D.C. Consultants Ltd, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 Telephone No.91-422-6549995, 2539835, 2539836 Fax : +91 422 2539837 Email ID : info@skdc-consultants.com Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on August 9, 2015 at 5.00 p.m. 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 August 3, 2015 (cut-off date for determining the eligibility to vote through electronic mode).

Sri B.Krishnamoorthi, FCA, Practising Chartered Accountant has been appointed as the scrutinizer to scrutinize the evoting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within Three days of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman 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 and on the website of CDSL, immediately, after the Chairman declares the result.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on August 7, 2015 at 9:00 am and ends on August 9, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

RAJSHREE

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form		
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
	*Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number provided at the attendance slip enclosed herewith in the PAN field.	
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.	
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).	

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 also to be 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant to Rajshree Sugars & Chemicals Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.





BOARD OF DIRECTORS

Mr. RAJA M.J. ABDEEN (DIN 00905319)

Dr. P. SURULINARAYANASAMI (DIN 01468527)

Mr. G.R. KARTHIKEYAN (DIN 01587747)

Mr. G.S.V. SUBBA RAO (DIN 00001697)

Mr. R.C.H. REDDY (DIN 00006184)

Dr. K. MOHAN NAIDU (DIN 01774192)

Mr. R. VARADARAJAN (DIN 00001738) Wholetime Director

Ms. RAJSHREE PATHY (DIN 00001614) Chairperson and Managing Director

Auditors

M/s Srikishen & Co. Kanapathy Towers, 3rd Floor 1391/A-1, Sathy Road Ganapathy Coimbatore 641 006.

President & Chief Financial Officer

Mr. A. Sathyamurthy

Company Secretary

Mr. M. Ponraj

Registrars & Share Transfer Agents

M/s SKDC Consultants Limited Kanapathy Towers, 3rd Floor 1391/A-1, Sathy Road, Ganapathy Coimbatore 641 006.

Registered Office

'The Uffizi' 338/8 Avanashi Road Peelamedu Coimbatore 641 004

Factory Unit I Sugar, Cogeneration & Distillery

Varadarajnagar P.O. PIN 625 562 Periyakulam Taluk Theni District

Factory Unit II Sugar & Cogeneration

Mundiyampakkam PO PIN 605 601 Vikravandi Taluk, Villupuram District

Factory Unit III Sugar, Cogeneration & Distillery

Semmedu Village, Gingee Taluk PIN 604 153. Villupuram District

Bankers

State Bank of India State Bank of Mysore State Bank of Hyderabad UCO Bank Bank of India ICICI Bank Ltd. Axis Bank Ltd. Federal Bank Ltd.