

- SUGAR
- CO-GENERATION OF POWER
- ALCOHOL
- RESEARCH & DEVELOPMENT
- BIO PRODUCTS

RAJSHREE SUGARS & CHEMICALS LIMITED

Regd Office: 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004.

Tel (0422) 4226222 Fax (0422) 2577929 CIN: L01542TZ1985PLC001706

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

NOTICE TO THE MEMBERS

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Friday, the 31st August 2018 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) Adoption of the audited financial statements of the Company

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

"RESOLVED that the audited financial statements of the Company for the financial year ended 31st March 2018 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow & Changes in Equity for the year ended on that date, together with the Board's Report and the Auditors' Report thereon as circulated to the members and presented to the meeting, be and are hereby adopted."

2) Adoption of the consolidated audited financial statements

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

"RESOLVED that the audited consolidated financial statements of the Company for the financial year ended 31st March 2018 including Audited Balance Sheet as on that date, Statement of Profit and Loss and Cash Flow & Changes in Equity for the year ended on that date, together with the Auditors' Report thereon as circulated to the members and presented to the meeting, be and are hereby adopted."

3) Reappointment of Director retiring by rotation

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

"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) Modification in the terms of Appointment of Auditors

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

"RESOLVED that, in partial modification of the Ordinary Resolution passed at the 30th Annual General Meeting (AGM) held on 29th September 2016, appointing M/s.S.Krishnamoorthy & Co., as statutory auditors of the Company for a period of five financial years, subject to ratification at each AGM thereafter and in accordance with the amended Section 139 of the Companies Act, 2013 read with relevant rules made thereunder, the approval of the shareholders be and is hereby accorded to continue the appointment of M/s.S.Krishnamoorthy & Co., Chartered Accountants (Firm Registration No.001496S) as the Statutory Auditors of the Company till the conclusion of the 35th AGM to be held in the year 2021 at such remuneration as may be decided by the Board of Directors.

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, 2019, as set out below exclusive of applicable taxes :

<u>Product</u>	<u>Amount (₹ per annum)</u>
Sugar	80,000
Co-generation of power	45,000
Industrial Alcohol	25,000

6) Continuation of Directorship of Mr.G.R.Karthikeyan as a Non-Executive Independent Director

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

“**RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Mr.G.R.Karthikeyan (holding DIN:01587747), as a non-executive Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date.”

7) Continuation of Directorship of Dr.K.Mohan Naidu as a Non-Executive Independent Director

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

“**RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Dr.K.Mohan Naidu (holding DIN : 01774192), as a non-executive Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date.”

8) Continuation of Directorship of Mr.R.C.H.Reddy as a Non-Executive Independent Director

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

“**RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Mr.R.C.H.Reddy (holding DIN : 00006184), as a non-executive Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date.”

9) Continuation of Directorship of Mr.G.S.V.Subba Rao as a Non-Executive Independent Director

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

“**RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Mr.G.S.V.Subba Rao (holding DIN : 00001697), as a non-executive Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date.”

10) Continuation of Directorship of Dr.P.Surulinarayanamasami as a Non-Executive Non-Independent Director

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

“RESOLVED that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (SEBI) (Listing Obligation and Disclosure Requirements) Regulations, 2015, which will come into effect from 1st April 2019 (effective date) vide SEBI (Listing Obligation and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded for continuing Dr.P.Surulinarayanamasami (holding DIN: 01468527), as a Non-Executive Non-Independent Director till the end of his present tenure, despite his age of seventy five years or above as on the effective date.”

By Order of the Board

Place : Coimbatore
Date : 5th July 2018

M.PONRAJ
Company Secretary

NOTE:

- 1) **The Register of Members of the Company will remain closed from 25th August 2018 to 31st August 2018 (both days inclusive).**
- 2) **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member.**
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
- 6) 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.
- 7) The details pertaining to Directors who are proposed to be appointed / reappointed, to be provided in terms of Regulation 36 of the SEBI (LODR) Regulations, 2015 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 copies 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 with the company or with the Depository Participants, physical copies of annual report and AGM notice are sent through the permitted mode separately.

- 10) 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 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).

The members who are holding the shares in demat form are requested to update their email address with their deposit participant.

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.

- 11) 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 24th August 2018.

The facility for voting, through polling paper shall be made available at the venue of meeting. The members attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their vote through polling paper at the Annual General Meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- 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.3: Reappointment of Mr.Raja M.J.Abdeen as Director

The following details are furnished as required under the SEBI (LODR) Regulations, 2015.

Mr. Raja M.J.Abdeen (DIN 00905319; Date of Birth: 19.6.1950), who retires by rotation and being eligible offers himself for reappointment. His brief profile is as follows:

He is Undergraduate 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:

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Abdeen UK Ltd, London	Nil
Far Eastern Services P Ltd, Singapore	Nil
Straitsship Services P Ltd, Singapore	Nil
Straits Orient Agencies Pte Ltd	Nil
Rajnisha Textiles & Exports Pte Ltd	Nil
Straits Travel & Tours (Pte.) Ltd	Nil
Osjay Shipping & Forwarding (Sdn) Bhd, Malaysia	Nil
Straits Ship-Chandlers (1941) Pte Ltd.	Nil
Far Eastern Services (Malaysia) Sdn. Bhd	Nil
Eastern Straits Logistics Pte Ltd.	Nil

He holds membership in the following committees of the company:

Stakeholder Relationship Committee	Chairman
Audit Committee	Member
Nomination & Remuneration Committee	Member
CSR Committee	Member
Share Transfer Committee	Member
Compensation Committee	Member

He holds 10,10,000 (3.59%) equity shares in the Company.

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

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

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, 2019 as per the following details:

<u>Product</u>	<u>Amount (₹ per annum)</u>
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.

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

Item No.6 to 10: Continuation of Directorship of Non-Executive Directors

The Securities and Exchange Board of India (SEBI) vide notification dated 9th May 2018 has inserted a new regulation 17(1A) in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The new regulation will come into effect from 1st April 2019 (effective date).

The said regulation states that “no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person”.

Details of the non-executive Directors of the Company and their present tenure as such are furnished hereunder:

S.No.	Name of the Director (DIN) and Designation	Age as on the effective date (In years)	End date of present tenure
1.	Mr.G.R.Karthikeyan DIN 01587747 Independent Director	76	28.8.2019 or the date of 33rd Annual General Meeting whichever is later
2.	Dr.K.Mohan Naidu DIN 01774192 Independent Director	81	
3.	Mr.R.C.H.Reddy DIN 00006184 Independent Director	83	
4.	Mr.G.S.V.Subba Rao DIN 00001697 Independent Director	76	
5.	Dr.P.Surulinarayanasami DIN 01468527 Non-Independent Non-Executive Director	81	Liable to retire by rotation at the Annual General Meeting to be held in the year 2020

As most of the above said Directors are in the Board for more than a decade and are having widespread knowledge in the field of management, technical expertise and are very instrumental in sharing their experience to the growth of the company and hence they can be continued in their present designation till the end of their present tenure.

The Nomination and Remuneration Committee and the Board of Directors have recommended the continuation of the Directorship of the said Non-Executive Directors till their present tenure.

The following details are furnished in respect of the aforesaid Directors, as required under the SEBI (LODR) Regulations, 2015.

i. Mr.G.R.Karthikeyan (DIN 01587747; Date of Birth 12.3.1943)

He has a Master degree in Business Administration and hails from the PSG family of Coimbatore. He has wide experience in the management of strategy and operations of large organizations and has been directly associated with the textile industry for more than 44 years. He is a motor sports enthusiast.

Other Directorships

Sri Karthikeya Spinning & Weaving Mills Pvt Ltd.
RND Softech Pvt Ltd.
Leap Green Energy Pvt Ltd.
Lotus Eye Hospital & Institute Ltd.
Coimbatore Auto Sports Club
Coral Ecopower Venture Private Ltd
Crimson Ecopower Venture Private Ltd
RND Optimizer Private Ltd.

Membership in Committees

Nil
Nil
Nil
1
Nil
Nil
Nil
Nil

He holds membership in the following committees of the Company.

Audit Committee	Member
Nomination & Remuneration Committee	Member
Compensation Committee	Member

He holds 1,040 shares in the Company.

ii. Dr.K.Mohan Naidu (DIN 01774192 ; Date of Birth 22.8.1937)

A Doctorate in Agriculture with specialization in crop physiology, he has vast experience in sugarcane varietal improvement. Dr.Naidu headed the prestigious Sugarcane Breeding Institute of Indian Council of Agricultural Research (ICAR) situated at Coimbatore.

In his long association of over a decade with this institute, he has pioneered research for many new varieties of sugarcane.

He has traveled widely in South & North America, Africa and Asia in various capacities and positions offering consultancy and advisory services with regard to sugarcane breeding & culture.

Some of his achievements include the release of improved sugarcane varieties to suit various agro-climatic zones, working out selection indices to develop sugarcane varieties resistant to moisture stress, establishment of four sugarcane research centres & sugarcane breeding institute, bio-technology, bio-control and seed technology laboratories and organisation of sugarcane seed programmes in tropical zones.

He pioneered the transfer of technology program to improve sugarcane production in several states of India and trained development workers for a P.G. Program in association with Tamilnadu Agricultural University.

He has also published about 49 research papers, 35 technical papers, 20 popular articles, published one book and 24 bulletins in his subject.

He has been elected as a Fellow of the National Academy of Agriculture Sciences, India. He has been actively involved in various scientific bodies like the Germ plasm Committee of the International Society of Sugarcane Technologists. He also served as Vice President of the Sugarcane Technologists Association of India and Editor of Indian Sugar Crops Journal.

Other Directorships

Sri Sarvaraya Sugars Ltd.

He holds membership in the following committees of the Company.

Compensation Committee	Chairman
CSR Committee	Member
Share Transfer Committee	Member

He holds 1,000 equity shares in the Company.

Membership in Committees

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iii. Mr.G.S.V.Subba Rao (DIN 00001697; Date of Birth 19.8.1942)

Mr.G.S.V.Subba Rao, B.Com, MA, CAIIB (Certified Association of Indian Institute of Bankers), retired as Deputy General Manager of the State Bank of India after working in various capacities in the Bank. He has wide experience in handling various Corporate clients during his employment in the Bank.

He has wide expertise in the Banking sector, credit appraisal, finance and general administration.

He holds no Directorship / membership of committees in other Companies. He is the Chairman of Audit Committee of the company.

He does not hold any share in the Company.

iv. Mr.R.C.H.Reddy (DIN 00006184 ; Date of Birth 1.6.1935)

Mr.R.C.H.Reddy is an Engineering graduate in textile technology and holds post graduate diploma in business management from the University of Madras. He has more than four decades of experience in various companies in the field of engineering and business operations.

He has wide expertise in the fields of production, marketing, engineering, operations and administration.

Other Directorships

Lakshmi Precision Tools Ltd.,

Lakshmi Card Clothing Mfg.Co.Pvt Ltd

Harshni Textiles Ltd

Lakshmi Electrical Drives Ltd

Lakshmi Automatic Loom Works Ltd

Lakshmi Ring Travellers (Coimbatore) Ltd

Membership in Committees

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3

2

He holds membership in the following committees of the Company.

Audit Committee

Member

Share Transfer Committee

Member

Nomination & Remuneration Committee

Member

Compensation Committee (w.e.f. 29.5.2017)

Member

He holds 832 equity shares in the Company.

v. Dr.P.Surulinarayanasami (DIN 01468527; Date of Birth: 15.1.1938)

He has completed his doctorate in Engineering (Ph. D) from Michigan State University, USA. He is a civil and structural engineer with interests in software development and fund management and Automotive Industry. He worked for Ford Motor Company in USA for 36 years in various management positions. He was in charge of CAE (Computer Aided Engineering) which reduced lead time of 72 months and 500 prototypes to 30 months with less number of Proto types.

Other Directorships

L.S.Property Developers Pvt. Ltd.

Membership in Committees

Nil

He holds 11,31,107 (equity shares in the Company.

By Order of the Board

Place : Coimbatore

Date : 5th July 2018

M.PONRAJ

Company Secretary

VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of Regulation 44 of the Listing Regulations read with section 108 of the Companies Act 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their votes by electronic means for all the resolutions detailed in the Notice of the 32nd Annual General Meeting scheduled to be held on Friday, the 31st August 2018 at 10 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.

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.91-422-4958995, 2539835, 2539836 Fax : +91 422 2539837

Email ID : info@skdc-consultants.com

Website : www.skdc-consultants.com

The e-voting module shall be disabled for voting on 30th August 2018 at 5 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 24th August 2018 (cut-off date for determining the eligibility to vote through electronic mode).

Mr.B.Krishnamoorthi, FCA, Practicing Chartered Accountant has been appointed as the scrutinizer to ensure that the e-voting process is conducted in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the voting at the 32nd Annual 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 two days of conclusion of the meeting, to the Chairperson of the meeting. The Chairperson or such other Director / person authorized by the Chairperson, shall declare the results of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.rajshreesugars.com, Company's notice Board at the Registered office of the Company, website of CDSL viz., www.evotingindia.com and communicated to the Stock Exchanges namely NSE & BSE, where the shares of the Company are listed immediately, after the Chairperson declares the result.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 28th August 2018 at 9.00 AM and ends on 30th August 2018 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 24th August 2018, 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.
- (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).