22nd Annual R eport 2013-14





BOARD OF DIRECTORS

Rana Ranjit Singh Chairman
Rana Inder Pratap Singh Managing Director

Shri A.S. Sodhi Director
Shri S.A.S. Bajwa Director
Shri Baljit Singh Director
Rana Veer Pratap Singh Director
Rana Karan Pratap Singh Director

Shri Balour Singh Director (Nominee of PEDA)
Shri M.P. Singh Director (Nominee of PEDA)

COMPANY SECRETARY

Manmohan K. Raina

AUDITORS

Kansal Singla & Associates Chartered Accountants SCO 80-81, 4th Floor, Sector 17-C, Chandigarh-160 017

BANKERS

State Bank of India Sector 17-B, Chandigarh-160 017 State Bank of Patiala Sector 8-C, Chandigarh-160 009 Bank of Baroda Sector 22-B, Chandigarh-160 022 UCO Bank Sector 17-B, Chandigarh-160 017 State Bank of Bikaner & Jaipur Sector 17-D, Chandigarh-160 017 State Bank of Hyderabad Sector 34-A, Chandigarh-160 031 State Bank of Mysore New Delhi

REGD. OFFICE

SCO 49-50, Sector 8-C, Madhya Marg, Chandigarh-160 009

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RANA SUGARS LIMITED

Regd. Office: SCO 49-50, Sector 8-C, Madhya Marg, CHANDIGARH-160 009 (India) Tel: 0172-2540007, 2549217, 2541904, 2779565, 2773422 Fax: 0172-2546809

Email: info@ranagroup.com; Website: www.ranasugars.com CIN: L15322CH1991PLC011537

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of Rana Sugars Limited will be held on Tuesday, the 30th day of September, 2014 at 3.00 P.M. at The Institution of Engineers (India), Madhya Marg, Sector 19-A, Chandigarh to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Accounts of the Company for the financial year ended 31st March, 2014 and the reports of the Board of Directors' and Auditors' thereon.
- 2. To appoint a Director in place of Shri M. P. Singh (holding DIN 00074915), who is liable to retire by rotation and being eligible offers himself for reappointment.
- 3. To appoint a Director in place of Rana Veer Pratap Singh (holding DIN 00076808), who is liable to retire by rotation and being eligible offers himself for reappointment.
- 4. To appoint M/s. Kansal Singla & Associates, Chartered Accountants, Chandigarh (ICAl Registration No. 003897N) as statutory auditors of the Company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration."

SPECIAL BUSINESS:

- 5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 - "RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri A. S. Sodhi (holding DIN 00085934), a non-executive Director of the Company, who has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years from the conclusion of 22nd Annual General Meeting i.e. from 30.09.2014 to 29.09.2019.
- 6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
 - "RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri S. A. S. Bajwa (holding DIN 00714772), a non-executive Director of the Company, who has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years from the conclusion of 22nd Annual General Meeting i.e. from 30.09.2014 to 29.09.2019.
- 7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :
 - "RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV of the Act, as amended from time to time, Shri Baljit Singh (holding DIN 00074716), a non-executive Director of the Company, who has submitted a declaration stating that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years from the conclusion of 22nd Annual General Meeting i.e. from 30.09.2014 to 29.09.2019.



8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra Ordinary General Meeting held on 16th June, 2006 and pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company, be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs.10,00,00,00,000/- (Rupees One Thousand Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the earlier resolution passed under section 293(1)(a) of the Companies Act, 1956, the consent of the members of the company be and is hereby accorded in terms of section 180(1)(a) of the Companies Act, 2013 and other enabling provisions of law, if any, to create mortgage and / or charge, in such form and manner which the Board may determine on all or any of the movable and/ or immovable properties of the company both present and future and / or the whole or any part of the undertaking of the company to secure the borrowings availed / to be availed from the company's lenders by way of loan(s) subject to maximum limit of Rs.1000 Crores (Rs. One Thousand Crores) in accordance with the borrowing limits approved under section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia and all other charges and expenses in respect of the said loan / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in this behalf and agreed to between Board of Directors and the lender(s) viz. any Bank, Financial Institution/ Agency/Government."

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid, may rank prior/ pari passu/ subservient with/ to the mortgages and/or charges already created or to be created in future by the Company, as may be agreed to between the Company's Board of Directors and the lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to the above said resolution."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions if any, consent of the Company be and is hereby accorded for the payment of remuneration of Rs.50,000/-(Rupees Fifty thousand only) to M/s. Khushwinder Kumar & Co., Cost Accountants, Jalandhar (Firm Registration No. 100123), who were appointed as Cost Auditors by the Board of Directors in their meeting held on 30.05.2014 for carrying out Cost Audit of the Company for financial year 2014-15, be and is hereby approved."

By order of the Board for RANA SUGARS LIMITED

Place : Chandigarh (MANMOHAN K. RAINA)
Dated : 14th August, 2014 COMPANY SECRETARY



NOTES:

- 1. The Register of Members and the Share Transfer books of the Company will remain closed from 26th September, 2014 to 30th September, 2014 (both days inclusive) for the purpose of Annual General Meeting of the Company.
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE ON HIS/HER BEHALF. SUCH 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.
 - 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. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/ authority letter, as applicable.
- 4. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(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 2013-14 is being sent in the permitted mode.
- 5. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may also register their e-mail addresses through the RTA, giving reference of their Folio Number.
- 6. Voting through electronic means:
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24.09.2014 at 9.00 A.M. and ends on 26.09.2014 at 6.00 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 25.08.2014, may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (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 first two letters of their name and the 8 digits of the client ID/Folio No. in the PAN field.

In case the client ID/Folio No. is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio No. 1 then enter RA00000001 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 number of shares held by client as per cut-off date.

- (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 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.
- (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 Company on which you choose to vote.
- (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 same 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 Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create a compliance user 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.
- II. The Company has appointed Mr. Ajay Arora, Company Secretary in whole time practice (ICSI membership No. SFC 2191 and Certificate of Practice No. 993) as the Scrutinizer to scrutinize and collate the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes 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.
- IV. The results shall be declared in or after the AGM of the Company. The result alongwith the Scrutinizer's Report shall be placed on the Company's website www.ranasugars.com and on the website of CDSL.
- V. 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to Mr. Ajay Arora, Practising Company Secretary at his e-mail address ajaykcs@gmail.com with a copy marked to Company Secretary, Rana Sugars Limited, Chandigarh at mkraina@ranasugars.com
- 7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days from Monday to Friday between 11.00 AM to 2.00 PM up to the date of Annual General Meeting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5 TO 7

The Company had, pursuant to provision of clause 49 of the Listing Agreement entered into with Bombay Stock Exchange Limited and National Stock Exchange of India Limited, appointed Shri A. S. Sodhi, Shri S.A.S. Bajwa and Shri Baljit Singh as Independent Directors at various times, in compliance with the requirement of the above said clause.

Pursuant to the provision of Section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, and clause 49 of the Listing agreement, every listed public company is required to have, at least one third of the Total number of directors as independent directors, who are not liable to retire by rotation or where the Chairman of the Company of the Company is executive director, at least one half of the total number of directors as independent directors who are not liable to retire by rotation.

In the opinion of the Board, the above named Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Shri A. S. Sodhi, Shri S. A. S. Bajwa and Shri Baljit Singh for a period of 5 (five) years as Independent Directors of the Company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

A brief profile of the Independent Directors whose appointment is proposed at item No. 6 to 8 is annexed to the accompanying Notice.

The Board recommends the passing of the Resolution set out in item Nos. 6 to 8 of the accompanying Notice.

ITEM NO. 8

The members of the Company at their Extra Ordinary General Meeting held on 16th June, 2006



approved, by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.500.00 Crores (Rupees Five Hundred Crores only).

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution and as per General Circular No. 4/2014 dated 25.03.2014 issued by the Ministry of Corporate Affairs, the existing resolution passed under section 293 of the Companies Act, 1956 prior to 12.09.2013 will be valid only for one year period from the date of notification of section 180 of the Act.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 9 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to Rs.1000 Crores (Rupees One Thousand Crores) in excess of the aggregate of the paid up share capital and free reserve of the Company keeping in view the inflation and future requirements of the Company.

None of the Directors and Key Management Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special resolution for the approval of the Members.

ITEM NO. 9

The Company already has approval of the shareholders of the Company under section 293(1)(a) of the Companies Act, 1956 relating to creation of charge on the total assets of the Company to secure its borrowings by way of Ordinary Resolution dated 30th October, 2006.

Pursuant to the provisions of section 180 of the Companies Act, 2013 ('the Act') which was notified with effect from September 12, 2013, the powers of the Board are required to be exercised only with the consent of the Company by way of a Special Resolution passed at the General Meeting. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under section 293(1)(a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act.

The approval of Members for creation of a mortgage or charge on the total assets of the Company, is therefore now being sought, by way of Special resolution, pursuant to Section 180(1)(a) of the Act.

The Board recommends the Resolution at Item No. 10 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and/or Key Management Personnel of the Company and their relatives is directly or indirectly concerned or interested in this Resolution.

ITEM NO. 10

Pursuant to section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve the payment of remuneration of Rs.50,000/- (Rupees Fifty thousand only) to the Cost Auditors as approved by the Board of Directors in their meeting held on 30.05.2014 for the Financial Year 2014-15.

None of the Directors and/or Key Management Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the resolution for the approval of the Members set out at Item No. 11.

By order of the Board for RANA SUGARS LIMITED

Place : Chandigarh

Dated : 14th August, 2014

(MANMOHAN K. RAINA)

COMPANY SECRETARY

Directorship held

Company

Company

Chairman/ Member of the

Committees of the Board of the

Chairman/Member of the

Committees of Board of other

Companies in which he is a

Number of shares held in the



DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2014. Name of the Director (DIN) Shri A. S. Sodhi (DIN 00085934) Date of Birth 1st January, 1930 Date of first Appointment 30th November, 1992 Qualification and experience in He is a retired IAS. He retired as Joint Secretary from Punjab Government specific functional areas and was appointed as independent director. Before joining our Company, he had held various posts in Co-operative Department, Punjab. He had been appointed as Managing Director in various organizations such as Punjab State Co-operative Supply and Marketing Federation (MarkFed). He also led Punjab State Government's teams to various seminars such as International seminar in Japan, Seminar in Sweden on Agriculture Cooperative Marketing, in Denmark for adopting various techniques on Dairy Farming, He also represented India in Thailand in a Seminar on Agriculture Marketing in Asian Countries. Further he represented State Government on various Committees of the Government of India on Policy matters. He has total experience of 36 years. He is also Director of Rana Polycot Limited. Rana Polycot Limited List of Companies in which outside Directorship held - Audit Committee Chairman Chairman/ Member of the Committees of the Board of the - Share Transfer Committee Chairman Shareholders/ Investors Chairman Company Grievance Committee - Remuneration Committee Chairman - Audit Committee Chairman Rana Polycot Limited Chairman/Member of the - Share Transfer Member Committees of Board of other Committee Companies in which he is a Number of shares held in the NII Company Name of the Director (DIN) Shri S. A. S. Bajwa (DIN 00714772) Date of Birth 1st June, 1934 Date of first Appointment 30th November, 1992 Qualification and experience in He has done M.A., L.L.B, and Diploma in Management from specific functional areas Loughbrough, UK. He is having more than 36 years of experience in business and administration. He has worked as Addl. Managing Director, MARKFED, Managing Director, Punjab State Co-operative Bank and Joint Registrar, Co-operative Societies. Presently he is practising as advocate in Punjab and Haryana high court. He is also Director of Rana Polycot Limited. List of Companies in which outside Rana Polycot Limited

Member

Member

Member

Member

Member

- Audit Committee

- Share Transfer

- Audit Committee

- Shareholders/ Investors

Grievance Committee Remuneration Committee

Rana Polycot Limited

NIL



Name of the Director (DIN)	Shri Baljit Singh (DIN 00074716)			
Date of Birth	1st November, 1941			
Date of first Appointment	30th July, 2004			
Qualification and experience in specific functional areas	He is a Chemical Engineer. He has worked on various posts with SAIL & IFCI. He has also worked as Managing Director, NITCON. He has about 38 years experience			
List of Companies in which outside Directorship held	NIL			
Chairman/ Member of the Committees of the Board of the Company	- Audit Committee - Shareholders/ Investors - Remuneration Committee	Member Member Member		
Chairman/Member of the Committees of Board of other Companies in which he is a Director	NIL			
Number of shares held in the Company	NIL			