



**28<sup>th</sup>**  
**Annual Report**  
**2019-20**



RANA SUGARS LIMITED



## BOARD OF DIRECTORS

Rana Inder Pratap Singh  
Rana Ranjit Singh  
Shri S.A.S. Bajwa  
Shri Baljit Singh  
Rana Veer Pratap Singh  
Mrs. Navpreet Kaur

Managing Director  
Director  
Director  
Director  
Director  
Director

## COMPANY SECRETARY

Manmohan K. Raina

## AUDITORS

Ashwani K. Gupta & Associates  
Chartered Accountants  
1044-A Sector-2  
Panchkula

## BANKERS

Bank of Baroda  
Sector 22-B, Chandigarh- 160 022  
UCO Bank  
Sector 17-B, Chandigarh-160 017

## REGD. OFFICE

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

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## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of Rana Sugars Limited will be held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 3.00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Rana Ranjit Singh (DIN 00076770), 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 (DIN 00076808), who is liable to retire by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions. If any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactments(s) thereof, for the time being in force) and any other applicable law, the remuneration of Rs. 50000/- (Rupees Fifty thousand only) Plus GST & out-of pocket expenses if any, payable to M/s. Khushwinder Kumar & Co., Cost Accountants (Firm Registration No. 100123), the Cost Auditors appointed by the Board of Director of the Company, to conduct the audit of the cost accounting records of the Company for the financial year 2020-21, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By order of the Board  
for **RANA SUGARS LIMITED**

Place: Chandigarh

Dated: 28-08-2020

(MANMOHAN K. RAINA)  
COMPANY SECRETARY

## NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from 25<sup>th</sup> September, 2020 to 30<sup>th</sup> September, 2020 (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. **Since, the AGM is being conducted through VC/OAVM (without the physical presence of the members), the Proxy Form, Attendance Slip and place of meeting are not required.**
4. In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 securities of listed Companies can only be transferred in dematerialized form with effect from April 1, 2019. In the view of above, members are advised to dematerialize shares held by them in physical form.
5. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
7. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.



8. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.ranasugars.com](http://www.ranasugars.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

## THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 27.09.2020 at 9.00 A.M. and ends on 29.09.2020 at 5.00 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 (record date) of 23.09.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on "Shareholders" module.
- v. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:-

For Shareholders holding shares in Demat Form and Physical Form	
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in the email.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both 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 (v).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Rana Sugars Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.



- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

**xx. Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mkraina@ranasugars.com](mailto:mkraina@ranasugars.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- xxi. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23.09.2020 may follow the same instructions as mentioned above for e-Voting. .
- xxii. The Company has appointed Mr. Ajay Arora, Company Secretary in whole time practice (ICSI membership No. FCS 2191 and Certificate of Practice No. 993) as the Scrutinizer to scrutinize and collate the e-voting process in a fair and transparent manner.
- xxiii. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two 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.
- xxiv. The results shall be declared after the AGM of the Company. The result alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ranasugars.com](http://www.ranasugars.com) and on the website of CDSL.
- 12. 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. 4**

The Board of Director on the recommendation of the Audit Committee, has approved the appointment of M/s. Khushwinder Kumar & Co., Cost Accountants (Firm Registration No. 100123), Jalandhar to audit the cost accounting records of the Company at a total remuneration of Rs.50,000/- (Rupees Fifty thousand only) plus GST and out of pocket expenses, if any.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21

None of the Director/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financial, or otherwise, in the Resolution.

By order of the Board  
For **RANA SUGARS LIMITED**

**Place:** Chandigarh  
**Dated:** 28-08- 2020

**(MANMOHAN K. RAINA)**  
**COMPANY SECRETARY**



## BOARD REPORT

To the Members,

Your Directors have pleasure in submitting their 28<sup>th</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended March 31, 2020.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review alongwith previous years figures are given hereunder :

(Rs. In lakhs)

Particulars	Current Year ended 31.03.2020	Previous Year ended 31.03.2019
Revenue from Business Operations	131068.06	109165.65
Other Income	896.33	1691.63
Total Income	131964.39	110857.28
Less Interest	2241.17	9407.80
Profit/(Loss) before Depreciation & Amortization Exp.	6858.15	(3666.73)
Less Depreciation & Amortization Exp.	3391.74	3258.95
Profit/ (Loss) after depreciation, interest	3466.41	(6925.68)
Exceptional Items	22379.11	--
Less Current Tax	--	--
Less Previous year adjustment of Income Tax	--	--
Less Deferred Tax	(710.14)	567.24
Profit/(Loss) after Tax	26555.66	(7492.92)
Dividend (including interim if any and final)	--	--
Other Comprehensive income not to be reclassified to profit or loss in subsequent periods:		
- Re-measurement gains/ (losses) on defined benefit plans	15.35	40.66
- Income tax effect	(3.87)	(12.56)
Other comprehensive income/(loss) for the year, net of tax	11.48	28.10
Total comprehensive income for the year, net of tax attributable to:	26567.14	(7464.82)
Earning per share (Basic)	17.29	(4.88)
Earning per Share (Diluted)	17.29	(4.88)

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

### 2. DIVIDEND

In view of inadequate profit, your Directors are unable to recommend any dividend for the year under review.

### 3. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors wish to present the details of Business operations done during the year under review:

The turnover of the Company has gone up to Rs.131068.06 Lakhs as against Rs. 109165.65 Lakhs in the last year and the Company has earned profit of Rs. 26555.66 Lakhs against loss of Rs. 7492.92 Lakhs of the last year. The Company is now trying to find new varieties of cane which give high recovery, besides encouraging sowing of sugar beet in our area.

### 4. MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments have occurred between the end of the financial year to which the financial statements relate and on the date of this report, affecting the financial position of the company.

### 5. DIRECTORS

Rana Ranjit Singh and Rana Veer Pratap Singh, Directors are liable to retire by rotation and being eligible, offers themselves for reappointment.

Particulars of Directors seeking appointment/reappointment have been given in the Corporate Governance annexed to the Directors' Report.

### 6. DIRECTORS' RESPONSIBILITY STATEMENT

In Accordance with the provisions of Section 134(3)(c) of the Companies Act, 2013, the Board hereby submit its responsibility Statement:-



- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 7. KEY MANAGERIAL PERSONNEL (KMP)

During the financial period ended 31.03.2020, following persons are Whole Time Key Managerial Personnel (KMP) of the Company in terms of provisions of Section 203 of the Companies Act, 2013:

Sr. No.	Name	Designation
1.	Rana Inder Pratap Singh	Managing Director
2.	Mr. R S Balasubramanyam	Chief Financial Officer
3.	Mr. Manmohan K Raina	Company Secretary

## 8. MEETINGS OF THE BOARD

During the financial year ended 31.03.2020, six Board Meetings were held. The details of the Board Meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015.

## 9. DECLARATION FROM INDEPENDENT DIRECTORS

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (LODR), Regulations, 2015.

## 10. INTERNAL FINANCIAL CONTROLS

The Company has internal control systems which is commensurate with its size, nature and volume of operations.

## 11. STATUTORY AUDITORS

Pursuant to the Section 139 of the Companies Act, 2013, appointment of the Statutory Auditors M/s Ashwani K. Gupta & Associates, Chartered Accountants (Firm Registration No. 003803N), was made by members of the Company in its 27<sup>th</sup> Annual General Meeting for a period of 4 years till the conclusion of 31<sup>st</sup> Annual General Meeting of the Company on the recommendation of the Audit Committee and the Board of Directors.

## 12. COST AUDITORS

M/s Khushwinder Kumar & Co., Cost Accountants (Firm Registration No 100123) were re-appointed as Cost Auditors of the Company for conducting the audit of the cost records maintained by the Company for the financial year 2020-21 subject to the approval of the Members on the remuneration to be paid to the Cost Auditors. A certificate from them has been received to the effect that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits specified under Section 141 of the Companies Act, 2013 and rules framed there under.

## 13. COMPLIANCE WITH THE SECRETARIAL STANDARDS

The company has duly complied with the applicable Secretarial Standards during the financial year 2019-20.

## 14. SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed M/s. A. Arora & Co., a firm of Company Secretaries (C.P.No.993) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report in prescribed format MR-3 given by aforesaid Secretarial Auditors is annexed to this Board Report as Annexure 'F' and forms an integral part.

The Secretarial Auditor has made certain observations and remarks in his reports. The management reply to the observations and remarks of the Secretarial Auditor are given hereunder:

Sr. No.	Observation by Secretarial Auditor	Management Reply
1.	During the financial year, Securities and Exchange Board of India vide order No. WTM/SM/IVD/ID4/6667/2019-20 dated 31.01.2020, restrained 5 present directors and 1 ex-director of the company from accessing the Securities Market and the directors are further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner, from the date of the order. Further, pursuant to the order, the Company is restrained from accessing the Securities Market including by way of issuing prospectus, offer document or advertisement soliciting money from the public and is further prohibited from buying, selling or otherwise dealing in securities, directly or indirectly in any manner, for a period of five (5) years from the date of the order.	An Appeal has been filed by the company against the said order with Securities Appellate Tribunal.

## 15. FIXED DEPOSITS

The Company does not have any deposits and has neither accepted nor renewed any deposits during the financial period ended March 31, 2020.





## 16. RISK MANAGEMENT POLICY

The Company has adopted a 'Risk Management Policy' which is reviewed on a periodic basis in order to recognize and reduce exposure to risks wherever possible. The Company's risk management policies are based on the philosophy of achieving substantial growth while mitigating and managing risks involved.

Your Company continues to review and manage the risks emanating from such a dynamic environment at periodic intervals. The major risks faced by the industry include sugarcane availability, price realization and regulatory control by Government and financial liquidity amongst others.

## 17. AUDIT COMMITTEE

The Audit Committee comprises of three Directors, all directors are independent Directors. The details of terms of reference of the Audit Committee, number and dates of meeting held, attendance, among others are given separately in the attached Corporate Governance Report.

## 18. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with Rules made there under, the Board has constituted a Nomination & Remuneration Committee and the details of terms of reference, number & dates of meeting held, attendance and other details are given separately in the attached Corporate Governance Report. The Board on the recommendation of Nomination & Remuneration Committee framed a policy i.e. Nomination and Remuneration Policy for selection and appointment of Directors, senior managerial personnel and their remuneration. The aforesaid policy can be accessed on the Company's website [www.ranasugars.com](http://www.ranasugars.com)

## 19. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Report on Corporate Governance.

## 20. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company's policy relating to Corporate Social Responsibility is furnished in the Corporate Governance Report.

## 21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3) (m) of the Companies (Accounts) Rules, 2014 is enclosed as Annexure- A and forms part of this Report.

## 22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The loan and advances were given to procure material required for production and the same were recovered subsequently.

## 23. RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the financial year 2019-20 were in ordinary course of business and were on arm's length basis. All such related party transactions are placed before the Audit Committee for approval wherever applicable. Prior omnibus approval for normal transactions is also obtained from the Audit Committee for the related party transactions which are of repetitive nature as well as for the transactions which cannot be foreseen and the same are subsequently, shared with Audit Committee on quarterly basis. The Policy on materiality of and dealing with related party transaction as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company and the link for the same is [www.ranasugars.com](http://www.ranasugars.com).

The Company has not entered into any material related party transactions during the financial year.

## 24. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has formulated and implemented the Whistle Blower Policy / Vigil Mechanism. This has provided a mechanism for directors and employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; any instance of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The aforesaid policy has also been uploaded on the Company's website: [www.ranasugars.com](http://www.ranasugars.com).

## 25. EXTRACT OF ANNUAL RETURN

The extracts of the Annual Return (MGT-9) as per the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014 is annexed herewith and marked as Annexure – E to this Report.

## 26. CORPORATE GOVERNANCE

In accordance with SEBI (LODR), Regulations, 2015, Corporate Governance Report along with Auditors' certificate thereon and Management Discussion and Analysis Report form part of this report are enclosed as Annexure- B, C & D respectively.

## 27. SHARE CAPITAL

During the financial period ended 31.03.2020, the Company has not issued any share capital with different voting rights, sweat equity or ESOP nor provided any money to the employees or trusts for purchase of its own shares.

## 28. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has carried out the Annual Performance Evaluation of the Board, its Committee and of individual directors in the format (questionnaire) prescribed by the Nomination and Remuneration Committee of the Company.

The structured questionnaire covers various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance.

The performance evaluation of the Directors (without participation of the relevant directors) was carried out by the entire Board. The Directors expressed their satisfaction with the evaluation process.



## 29. PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 are provided in the Annual report.

### PARTICULARS PURSUANT TO SECTION 197(12) AND RELEVANT RULES:

- Since no Director of the Company is in receipt of remuneration for the financial year, and no increase of remuneration of employees has been done during the financial year. As such no ratio can be given.
- The percentage increase in remuneration of each Director, Chief Financial Officer, Executive Officer, Company Secretary or Manager, if any, in the financial year : NIL
- There has been no increase reported in the remuneration of the employee during the financial year.
- The number of permanent employees on the role of the Company as on 31.03.2020 are 1081.
- There is no increase in the salary of employees other than managerial personnel during the last financial year and its comparison with the increase of managerial personnel cannot be given.
- We affirm that remuneration paid during the period under review is as per the remuneration policy of the Company.

## 30. ACKNOWLEDGEMENTS

The Directors place on record their sincere thanks to bankers, business associates, consultants, Agents, Dealers, various Government Authorities and shareholders for their continued cooperation and support extended to your company's activities during the year under review. The Directors also wish to place on record their appreciation for the all-round co-operation and contribution made by the employees at all levels.

**For & on behalf of the Board of Directors**

**Place:** Chandigarh

**Dated:** 28-08-2020

**Rana Inder Pratap Singh**

Managing Director

DIN: 00075107

**Rana Veer Pratap Singh**

Director

DIN: 00076808

Information as per Section 197(12) of the Companies Act, 2014 & Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' report for the year ended March 31, 2020

Sr. No.	Name	Designation	Qualification	Gross Remuneration (INR in Lakhs)	Nature of Employment (Contractual or otherwise)	Date of Commencement of Employment	Age (in years)	Experience	Last or previous Employment	No. of Equity Shares held	Relative of Director or Manager
1.	Mr. R. S. Balasbramanyam	Group CFO	FCA, FCS, LLB	76.08 Lakhs	Permanent	14-02-2020	55	28	Supertech Ltd.	Nil	No
2.	Mr. Bhupinder Singh	Assistant Vice President (Business Development)	B.Sc.	30.36 Lakhs	Permanent	05-04-16	49	27	-	Nil	No
3.	Mr. Arvind Kumar Singh	Vice President (Technical)	Dip. in Mechanical Engg.	26.40 Lakhs	Permanent	26-11-18	53	29	IPL Sugar, Behraich (U.P.)	Nil	No
4.	Mr. Ajay Inder Majithia	Vice President	MBA	26.40 Lakhs	Permanent	01-04-2007	55	29	-	Nil	No
5.	Mr. Sandeep Bhatia	Business Head	B. Com	24.00 Lakhs	Permanent	01-07-17	50	28	Gagan Wine Trade & Financier Ltd.	Nil	No
6.	Mr. Sudhir Kumar	Vice President	Diploma Mech. Ansi Engg.	24.00 Lakhs	Permanent	01-07-10	53	31	Balram-pur Chini Mill Roza-gaon (U.P.)	Nil	No
8.	Mr. M. K. Raina	Sr. G.M. (Legal) & Company Secretary	M.A. LL.B, FCS, DPM & LW, DLL	22.09 Lakhs	Permanent	12-09-92	70	45	Punjab Agro Industries Corporation Ltd.	Nil	No
7.	Mr. Arun Kumar	Group GM (HR)	PDDBM (FIN. & HR)	20.20 Lakhs	Permanent	03-10-18	40	17	NSL Sugars Ltd.	Nil	No
9.	Mr. Dhan Singh	Vice President	B.Sc. (Ag.)	18.00 Lakhs	Permanent	03-10-15	66	36	D.S.M. Rajpura	Nil	No
10.	Mr. Pritam Singh	Sr. G.M. (Production)	M.Sc. ANSI Sugar	17.50 Lakhs	Permanent	20-08-09	68	42	Saraya Sugar Mill Sardar-nagar, (UP)	Nil	No