

RAJSHREE SUGARS & CHEMICALS LIMITED
Regd. Off: 338, Avanashi Road, Peelamedu, Coimbatore – 641 004

NOTICE TO THE MEMBERS

Notice is hereby given that the 20th Annual General Meeting of the Members of Rajshree Sugars & Chemicals Limited will be held on, theth day of September 2006 at atCoimbatore 641 018 to transact the following business:

ORDINARY BUSINESS

- 01 To consider, approve and adopt the Profit & Loss Account for the year ended 31st March 2006, the Balance Sheet as on that date, the report of the Board of Directors and the report of the Auditors.
- 02 To declare a dividend.
- 03 To appoint a Director in the place of Mr.Raja M.J.Abdeen who retires by rotation and being eligible offers himself for re-appointment.
- 04 To appoint a Director in the place of Mr. R.Varadarajan who retires by rotation and being eligible offers himself for re-appointment.
- 05 To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

- 06 To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr.R.C.H.Reddy, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 30th December 2005 and who holds office as such upto the date of the 20th Annual General Meeting and in respect of whom notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr.R.C.H.Reddy as a candidate for the office of the Director of the Company be and is hereby appointed a Director of the Company liable to retire by rotation.”

07 To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr.G.S.V.Subba Rao, who was appointed as an Additional Director in the meeting of the Board of Directors of the Company held on 30th December 2005 and who holds office as such upto the date of the 20th Annual General Meeting and in respect of whom notice under section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr.G.S.V.Subba Rao as a candidate for the office of the Director of the Company be and is hereby appointed a Director of the Company liable to retire by rotation.”

By Order of the Board

Place: Coimbatore
Date: 08.06.2006

PK VISWANATHAN
Chief Financial Officer &
Company Secretary

NOTE:

- 01 The Register of Members of the Company will remain closed from September 2006 toSeptember 2006 (both days inclusive).
- 02 The dividend when approved will be paid to the shareholders whose name appear on the register of members onSeptember 2006. In respect of dematerialised shares, the dividend will be paid based on the beneficial ownership as per the details furnished by the depositories for this purpose at the end of the business hours on September 2006.
- 03 A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member.
- 04 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, Post Box No.2979, No.7, Seth Narayandas Layout, Street No.1, Tatabad PO, Coimbatore 641 012.
- 05 Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.
- 06 The Company's equity shares are listed in the following stock exchanges at present.
- a. National Stock Exchange of India Limited, Mumbai
b. The Stock Exchange, Mumbai

The Company has paid the annual listing fees for the period 2006-07 in respect of the above stock exchanges.

- 07 The following are the details of dividends paid by the Company and their respective due dates of transfer to such fund of the Central Government, which remain unencashed.

Date of declaration of dividend	Dividend for the financial year	Due date of transfer to the Central Government
08.09.2000	1999-2000	19.10.2007
05.09.2001	2000-2001	04.10.2008
26.09.2002	2001-2002	25.10.2009
10.09.2003	2002-2003	09.10.2010
13.09.2004	2003-2004	12.10.2011
30.09.2005	2004-2005	29.10.2012

It may be noted that no claim of the shareholders will be entertained for the unclaimed dividends which have been transferred to the credit of the Investors Education & Protection Fund of the Central Government.

In view of the above, the shareholders are advised to send all the unencashed dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

08. The information/details pertaining to Mr. Raja M.J.Abdeen, Mr.R.Varadarajan, Mr.R.C.H.Reddy and Mr.G.S.V.Subba Rao to be provided in terms of clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the annexure.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT OR SEEKING ELECTION AT THE ANNUAL GENERAL MEETING

The brief resume of the Directors seeking reappointment is given below.

Mr. Raja M.J.Abdeen (55)

Mr. Raja M.J.Abdeen 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, finance etc.

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
Olympic Maritime Carriers P Ltd	Nil
Rajnisha Textiles & Exports Pte Ltd	Nil
Straits Travel & Tours	Nil
Osjay Shipping & Forwarding (Sdn) Bhd, Malaysia	Nil
Eastern Straits International (1941) Pte Ltd Singapore	Nil
Abdeen Trading (Pte) Ltd, Singapore	Nil

He holds 510000 equity shares in the Company.

Mr. R.Varadarajan (48)

Mr.R.Varadarajan, who has a Master Degree in Business Management, has been associated with RSCL since its inception in 1987.

Mr Varadarajan has vast experience in execution of projects, starting from the stage of strategic planning upto final commercial operations. He has experience in the field of General administration, Management, Operations and Projects.

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

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Trident Sugars Limited	Nil
CAI Properties Lintied	Nil

He holds no shares in the Company

Mr.R.C.H.Reddy (70)

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 about 41 years of experience in various companies in the field of engineering and business operations. Since 1998, he has been working as President in Lakshmi Electrical Controls and Systems Limited.

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

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

<u>Directorship in other companies</u>	<u>Membership in Committees</u>
Lakshmi Card Clothing Mfg.Co.Pvt Ltd	Nil
Lakshmi Automatic Loom Works Ltd	Nil
Lakshmi Precision Tools Ltd	Share Allotment Committtee
Harshni Textiles Ltd	Nil
Lakshmi Electrical Drives Ltd	Nil

He holds 832 shares in the Company

Mr.G.S.V.Subba Rao (63)

Mr.G.S.V.Subba Rao is a retired Deputy General Manager of the State Bank of India and has worked 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 in other Companies.

He holds no shares in the Company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO.6 OF THE AGENDA

Mr.R.C.H.Reddy was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th December 2005. As per the provisions of the Companies Act, he will be retiring on the date of the 20th Annual General Meeting. The Company has received nomination proposing the candidature of Mr.R.C.H.Reddy to the office of Director along with the required deposit of Rs.500/-

None of the Directors are concerned or interested in the resolution except Mr.R.C.H.Reddy

ITEM NO.6 OF THE AGENDA

Mr.G.S.V.Subba Rao was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th December 2005. As per the provisions of the Companies Act, he will be retiring on the date of the 20th Annual General Meeting. The Company has received nomination proposing the candidature of Mr.G.S.V.Subba Rao to the office of Director along with the required deposit of Rs.500/-

None of the Directors are concerned or interested in the resolution except Mr.G.S.V.Subba Rao.

By Order of the Board

Place: Coimbatore
Date : 08.06.2006

PK VISWANATHAN
Chief Financial Officer &
Company Secretary

