

RAJSHREE SUGARS & CHEMICALS LIMITED

Registered 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 38th Annual General Meeting (AGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on Friday the 27th September, 2024 at 4.00 PM at the Registered office of the Company at 'The Uffizi', 338/8, Avanashi Road, Peelamedu, Coimbatore 641 004 (deemed venue) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1) Adoption of the audited financial statements of the Company for the financial year ended 31st March 2024, together with the Board's Report and the Auditors' Report thereon.

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 2024 including Audited Balance Sheet as on that date, Statement of Profit and Loss, Cash Flow Statement, and Statement of Changes in Equity for the year ended on that date, along with the explanatory notes annexed to / forming part thereof, 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 considered, approved and adopted."

2) Reappointment of Mr.R.Varadarajan, Director (DIN:00001738) retiring by rotation.

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

"RESOLVED that pursuant to the provisions of Section 152 of the Companies Act, 2013, and other applicable provisions, if any, and in accordance with the Articles of Association of the Company, Mr.R.Varadarajan, Director (DIN:00001738) of the Company, who retires by rotation at this 38th Annual General Meeting and, being eligible and willing to act, is hereby reappointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper or expedient, and to do all such acts, deeds, and things as it may, in its absolute discretion, deem necessary, desirable or proper for the purpose of giving effect to this resolution without any further consent or approval of the members of the Company."

SPECIAL BUSINESS:

3) Reappointment of Mr.K.Ilango (DIN:00124115) as an Independent Director for a second consecutive term of five consecutive years.

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

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and other applicable laws (including any statutory modification(s) or re-enactment thereon for the time being in force) Mr.K.Ilango (DIN:00124115), an Independent Director of the Company, whose first term of five years as an Independent Director ends at the closing hours of 29th September 2024, and who has been recommended for reappointment by the Nomination and Remuneration Committee and the Board of Directors based on the reports of his performance evaluation, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five consecutive years from 30th September 2024 to 29th September 2029, without any remuneration."

"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 or desirable for the purpose of giving effect to this resolution."

4) Reappointment of Mr.S.Vasudevan (DIN:01567080) as an Independent Director for a second consecutive term of five consecutive years.

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

"RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and other applicable laws (including any statutory modification(s) or re-enactment thereon for the time being in force) Mr. S. Vasudevan (DIN:01567080), an Independent Director of the Company, whose first term of five years as an Independent Director ends at the closing hours of 29th September 2024, and who has been recommended for reappointment by the Nomination and Remuneration Committee and the Board of Directors based on the reports of his performance evaluation, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second consecutive term of five consecutive years from 30th September 2024 to 29th September 2029, without any remuneration."

"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 or desirable for the purpose of giving effect to this resolution."

5) Ratification of remuneration payable to M/s.S.Mahadevan & Co., Cost Accountants (Firm Registration No.000007) for the financial year ending 31st March 2025.

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

"RESOLVED that the Company hereby confirms and ratifies, in accordance with Section 148 and all other relevant provisions of the Companies Act, 2013 and Rules made thereunder, the remuneration of ₹ 2,00,000 approved by the Board of Directors, upon 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 (₹1,00,000), cogeneration of power (₹ 65,000), and industrial alcohol (₹ 35,000) of the Company for the financial year ending 31st March 2025, exclusive of applicable taxes and out-of-pocket expenses."

By Order of the Board

Place : Coimbatore
Date : 22nd May, 2024

M. PONRAJ
Company Secretary

NOTES:

- Pursuant to provisions of section 91 of the Companies Act, 2013 (the Act), the Register of Members of the Company will remain closed from 21st September 2024 to 27th September 2024 (both days inclusive) for the purpose of 38th AGM.**
- Members are requested to intimate the change in bank mandate/address, if any, immediately to the Registrar and Transfer Agent of the Company (RTA), M/s.Link Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641 028 (E-mail : coimbatore@linkintime.co.in). Please note that the erstwhile RTA M/s. S.K.D.C. Consultants Limited, was amalgamated with its holding company M/s.Link Intime India Private Limited with effect from 22nd December 2023.
- 'SWAYAM' is a secure, user-friendly web-based application, developed by our RTA, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request-Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly Graphical User Interface (GUI).
- Track Corporate Actions like Dividend/Interest/Bonus/split.
- PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal - for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

- d) The statement of material facts pursuant to section 102(1) of the Act, regarding special business is attached herewith. Additionally, the relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, concerning Directors seeking re-appointment at this AGM, are also annexed.
- e) The Company's equity shares are listed in the following stock exchanges at present:
- National Stock Exchange of India Limited, Mumbai (NSE)
 - BSE Limited, Mumbai (BSE)
- f) 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.
- g) 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 communications including Annual Report, notices, circulars etc., from the Company. The e-mail may be registered with the RTA. The members who are holding the shares in demat form are requested to update their email address with their depository participant.

The Annual Report is available for inspection at the Registered Office of the Company during office hours. Shareholders may also visit the website of the Company www.rajshreesugars.com or the website of National Securities Depositories Limited (NSDL) at www.evoting.nsdl.com for downloading the Annual Report and Notice of the AGM.

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

- h) 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 Act, will be available for inspection by the members at the Registered office of the Company during business hours.
- i) Shareholders wishing to transfer physical shares after 1st April 2019 must first dematerialize them, as specified in SEBI Circulars dated 20th April 2018 and 16th July 2018.

Additionally, SEBI Circular dated 25th January 2022 mandates that listed entities issue shares only in dematerialized form for all shareholder requests involving physical shares, including transmissions and transpositions. According to this Circular, the company has established a separate Suspense Escrow Demat Account to credit the shares of shareholders who fail to submit a letter of confirmation to the respective Depository Participants within the stipulated time.

Further, according to SEBI's Master Circular dated 17th May 2023 and amendment Circulars dated 17th November 2023 and 7th May 2024, members holding physical shares without PAN, nomination details, contact information, bank account details, or an updated specimen signature will only receive dividend payments electronically, effective from 1st April 2024. Members are requested to update these details by submitting ISR forms to the Registrar and Share Transfer Agent.

- j) Members are advised that, in accordance with SEBI Circular dated 31st July 2023, the Company is now registered on the SMART ODR (Securities Market Approach for Resolution through Online Dispute Resolution) Portal. This platform is designed to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal at: <https://smartodr.in/login>. Members may use this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes with the Company (including the RTA).
- k) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for financial year 2023-24 or have questions with regard to the financial statements and the matters to be placed at the 38th AGM, can send their request by providing their name, demat account number/folio number from their registered e-mail ID to investor@rajshreesugars.com at least ten days before the start of the meeting i.e. by 17th September 2024.
- l) E-AGM: Company has appointed M/s. Link Intime India Private Limited, RTA and NSDL to provide VC/ OAVM facility for the e-AGM and the attendant enablers for conducting of the e-AGM.
- m) Members may note that since the meeting is being held through VC/ OAVM facility, attendance slip and route map for the venue are not furnished.
- n) Members who would like to express their views or ask questions during the AGM may register themselves **as a speaker** by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@rajshreesugars.com on or before 5 PM (IST) on 21st September 2024. Those

Members who have registered themselves **as a speaker will only be allowed to express their views/ask questions during the AGM**. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

o) Voting through electronic means:

In compliance with the provisions of Regulation 44 of the LODR read with section 108 of 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 38th AGM scheduled to be held on Friday the 27th September 2024 at 4.00 PM through VC/ OAVM and the business may be transacted through e-Voting. The Company has engaged the services of NSDL 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:

Link Intime India Private Limited

Attn: Mr. Jayakumar K, Manager (Systems)

"Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road,
Coimbatore 641 028.

Telephone No.91-422-4958995, 2539835, 2539836 Fax : +91-422-2539837

Email ID : coimbatore@linkintime.co.in

Website : www.linkintime.co.in

The e-voting module shall be disabled for voting on 26th September 2024 at 5.00 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 20th September 2024 (cut-off date for determining the eligibility to vote through electronic mode).

Mr.K.Murali Mohan, 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 38th AGM, 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 NSDL viz., www.evoting.nsdl.com and communicated to the Stock Exchanges namely NSE & BSE, where the shares of the Company are listed, immediately after the Chairperson or the authorized person declares the result.

E-VOTING INSTRUCTIONS FOR AGM TO BE CONDUCTED THROUGH VC OR OAVM:

1. Pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No: 09/23 dated September 25, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through VC or OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the 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 AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of LODR (as amended), and aforesaid Circulars issued by the MCA the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajshreesugars.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act read with aforesaid circulars of MCA.
8. The IEPF authority, MCA, as a part of the Azadi Ka Amrit Mahotsav, vide its circular dated 7th June 2022 has launched a special window facility for senior citizens of age 75 years & above which facilitates the auto-prioritizing of the claims made by the senior citizens in the MCA 21 system after the receipt of e-verification report by the companies. The claims can be made through form IEPF 5 downloaded from the website of the IEPF authority www.iepf.gov.in.
9. MCA vide its aforesaid circulars have provided relaxation for sending the physical copies of the Annual report to its shareholders. The copy of full annual report is available in the website of the company www.rajshreesugars.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Tuesday 24th September 2024 at 9.00 AM and ends on Thursday 26th September 2024 at 5 PM**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e. **20th September 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="699 959 1197 1255" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p>   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at no.: 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

S.No.	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bk.scrutiner@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on no: 022 - 4886 7000 or send a request to Ms.Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor@rajshreesugars.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investor@rajshreesugars.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@rajshreesugars.com. The same will be replied by the company suitably.

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**Item No.2: Reappointment of Mr.R.Varadarajan, Director (DIN:00001738) retiring by rotation**

- a) Background: Mr. R Varadarajan, aged 66, has been serving as a Whole-time Director of the Company since June 5th, 2003, and he continues in that role. Pursuant to Section 203 of the Act, our Company is mandated to appoint a Whole-time Key Managerial Personnel in the capacity of a Whole-time Director, given the absence of a Managing Director, Chief Executive Officer, or Manager. According to Section 2(n) of The Factories Act, 1948, along with its proviso, only a Director can hold the position of "Occupier" in a factory. Since 2003, Mr. Varadarajan has fulfilled the role of Occupier for the factory units.

As per Section 152 of the Act, not less than two-thirds of the total Directors, excluding Independent Directors, must be liable for rotation and appointed by the company in a general meeting. At the first Annual General Meeting (AGM) and every subsequent one, one-third of the Directors liable to retire by rotation, or the nearest number if not a multiple of three, shall retire.

Given Company's composition of 6 Directors, including 4 Independent Directors (ID) not liable to retire and 2 non-ID liable to retire, Mr. Varadarajan is a non-ID Director and the longest-serving, he is scheduled to retire at this AGM. Mr. Varadarajan, being both eligible and willing, has offered himself for reappointment.

- b) The Nomination and Remuneration Committee (NRC), along with the Board of Directors, in their meetings held on 22nd May 2024, recommended the reappointment of Mr. Varadarajan as a Director of our Company, liable to retire by rotation.

With a Masters' Degree in Business Management and decades of experience since our company's inception in 1985, Mr. Varadarajan has been integral to our success.

He has not only led our strategic planning and project management efforts but also played a key role in diversifying our operations, making us the first ISO 9001:2000 certified integrated sugar complex in India. His visionary leadership and commitment to excellence have been instrumental in our growth.

Moreover, his previous role as Head of Faculty at PSG College of Arts & Science, Coimbatore, where he designed a pioneering management program, underscores his leadership acumen and strategic foresight. We believe Mr. Varadarajan's reappointment is essential for our continued success.

He received an 'excellent' rating in the performance evaluation conducted by the NRC and the Board during their February 2024 meeting. The evaluation, which spanned from average to excellent, assessed various parameters including awareness of the general and business environment, sector-specific knowledge, active participation in discussions, understanding of directorial roles and responsibilities, and contribution to strategic planning for the company's future growth.

- c) The core skills/expertise/competencies identified by the Board of Directors, as required under LODR, is available in the Corporate Governance Report (CGR) of the Annual Report. Kindly refer to the CGR for details regarding the essential skills and competencies of our Board members, including Mr. Varadarajan.
- d) He presently holds directorship positions in Sri Krishna Potable Products Private Limited, COCCA Art & Design Institute Private Limited, and Lakshmi Automatic Loom Works Limited (Listed). Additionally, he is a member of the Audit Committee and NRC at Lakshmi Automatic Loom Works Limited. In the past three years, he has not resigned from any listed entities.

He serves as Chairman of the Share Transfer Committee and holds membership on other committees within the Company, namely the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee, and Securities Allotment Committee.

- e) He does not hold any shares in the Company, either directly or as a beneficial owner. Throughout the financial year 2023-24, he attended all five Board Meetings of the Company. Additionally, he has no relationships with other Directors and Key Managerial Personnel of the Company or their relatives.
- f) The details regarding remuneration sought to be paid and the remuneration last drawn by Mr. Varadarajan are not applicable since this is only a reappointment of Director retiring by rotation. Those details have already been furnished during his reappointment as Wholtime Director at the 37th Annual General Meeting held on 30th August 2023.
- g) The Company has obtained from Mr. Varadarajan: (i) consent to act as Director, in Form No. DIR-2 as per Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) an intimation in Form DIR-8 as per the same rules, confirming his non-disqualification under section 164(2) of the Act, and (iii) a declaration confirming his non-disqualification under other grounds mentioned in Section 164 of the Act.
- h) 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. Varadarajan and his relatives.
- i) The aforementioned documents will be available for inspection by shareholders at the Company's registered office during business hours.
- j) The explanatory statements may also be read and treated as disclosure under Regulation 36 of LODR, Section 152(5), 102 of the Act, Clause 1.2.5 of Secretarial Standard on General Meetings and other applicable laws.
- k) In light of the above, the Board recommends the resolution provided in the Notice for approval by the shareholders.

Item No.3 & 4 : Reappointment of Mr.K.Ilango (DIN:00124115) and Mr.S.Vasudevan (DIN:01567080) as Independent Directors for a second consecutive term of five consecutive years.

- a) Background : Mr. K. Ilango, aged 59, and Mr. S. Vasudevan, aged 70, were appointed as Independent Directors of the Company for a five-year term, from 30th September 2019 to 29th September 2024.

In accordance with the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), an Independent Director may hold office for up to five consecutive years on the Company's Board and is eligible for reappointment for another five-year term upon passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

- b) The Nomination and Remuneration Committee (NRC), along with the Board of Directors, recommended the reappointment of Mr. Ilango and Mr. Vasudevan as Independent Directors of the Company for a second consecutive term of five consecutive years, from 30th September 2024, to 29th September 2029, during their meetings held on 22nd May 2024.

We propose reappointing Mr. Ilango, a distinguished Bachelor of Engineering graduate from Government College of Technology, as an Independent Director. With vast experience as Managing Director of RSM Autokast Private Limited and leadership roles in industry associations such as CII Coimbatore Zone, Mr. Ilango brings invaluable insights to our board. His extensive national and international engagements, including the Presidency of CODISSIA and roles in Round Table India, demonstrate his adeptness in navigating diverse stakeholder environments.

Furthermore, We recommend the reappointment of Mr. Vasudevan, a seasoned professional with over 40 years of experience, as an Independent Director. Mr. Vasudevan, a qualified Chartered Accountant, brings a wealth of financial expertise to our board. As Managing Director of various companies and through his involvement in industry associations, Mr. Vasudevan has contributed significantly to the growth and success of the organizations he has been associated with. His strategic vision and financial acumen will continue to be valuable assets to our board.

Both directors received an 'excellent' rating in the performance evaluation conducted by NRC and the Board during their February 2024 meeting, covering assessments from average to excellent. Parameters included awareness of the general and business environment, sector-specific knowledge, active participation in discussions, understanding of directorial roles and responsibilities, contribution to strategic planning for the company's future growth, independence from the entity and other directors, absence of conflict of interest, and the ability to exercise independent judgment and voice opinions freely.

We consider that the reappointment of both Mr. Ilango and Mr. Vasudevan will ensure continuity in effective governance and strategic direction, further enhancing the company's performance and stakeholder value.

Their reappointment is subject to shareholders' approval by way of a Special Resolution.

- c) Mr. Ilango holds Directorships and committee memberships in the following companies: RSM Autokast Private Limited (Managing Director), where he is a member of the Corporate Social Responsibility (CSR) Committee; KKR Securities Private Limited; CODISSIA Industrial Park Limited; CODISSIA Industrial Infrastructure Upgradation Services; Pricol Limited (Listed), where he is a member of both the CSR and Risk Management Committees and Chairman of Audit Committee; Tamil Nadu Electricity Consumers' Association; and Pricol Asia Pte Limited, Singapore.

He holds membership in the following committees of the Company: Audit Committee, CSR Committee, Share Transfer Committee, and Compensation Committee.

Mr. Vasudevan holds directorships and committee memberships in the following companies: Lancor Holdings Limited (Listed), where he serves as a member in the CSR Committee, Audit Committee, NRC and Stakeholders' Relationship Committee. Additionally, he holds directorship in Lancor Maintenance & Services Limited and Chinnambedu Industrial and Logistics Parks Private Limited.

He holds membership in the following committees of the Company: NRC as Chairman, Compensation Committee as Chairman, and Audit Committee and Securities Allotment Committee as a member.

- d) The core skills/expertise/competencies identified by the Board of Directors, as required under LODR, is available in the Corporate Governance Report (CGR) of the Annual Report. Kindly refer to the CGR for details regarding the essential skills and competencies of our Board members, including Mr. Ilango and Mr. Vasudevan.
- e) The Company has obtained from the said Directors: (i) consents to act as Directors, in Form No. DIR-2 as per the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimations in Form DIR-8 as per the same rules, confirming their non-disqualification under Section 164(2) of the Act, (iii) declarations confirming their non-disqualification under other grounds mentioned in Section 164 of the Act, and (iv) declarations confirming their compliance with the independence criteria as prescribed both under Section 149(6) of the Act and Regulation 16 of LODR.
- f) The Board is of the opinion that the mentioned Directors meet the criteria for appointment as Independent Directors as specified in the Act, rules, and LODR. Furthermore, it is confirmed that the proposed Directors are independent of the management and they have fulfilled all conditions specified in the Act and LODR for their re-appointment.

- g) Copies of the draft letters for their reappointments as Independent Directors, outlining the terms and conditions, are available for inspection by members at the Registered Office of the Company during business hours. The terms and conditions will also be posted on the Company's website.
- h) In the past three years, neither of them has resigned from any listed entities. They do not hold any shares in the Company, either directly or as beneficial owners. Throughout the financial year 2023-24, they attended four out of five Board Meetings of the Company. Additionally, they have no relationships with other Directors and Key Managerial Personnel of the Company or their relatives.
- i) Details regarding the remuneration last drawn and the remuneration sought to be paid to Mr. Ilango and Mr. Vasudevan are not applicable as they have received only sitting fees, and the proposed reappointment also does not involve any remuneration other than sitting fees.
- j) None of the Directors or Key Managerial Personnel of the Company, nor their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution, except for the appointees Mr. Ilango and Mr. Vasudevan and their relatives concerning their reappointments.
- k) The aforementioned documents will be available for inspection by shareholders at the Company's registered office during business hours.
- l) The explanatory statements may also be read and treated as disclosure under Regulation 36 of LODR, Section 152(5), 102 of the Act, Clause 1.2.5 of Secretarial Standard on General Meetings and other applicable laws.
- m) In light of the above, the Board recommends the resolutions provided in the Notice for approval by the shareholders.

Item No.5: Ratification of remuneration payable to M/s.S.Mahadevan & Co., Cost Accountants (Firm Registration No.000007) for the financial year ending 31st March 2025.

The Board, following the recommendation of the Audit Committee, has sanctioned the appointment and remuneration of M/s S. Mahadevan & Co., Cost Accountants, to conduct the audit of the Company's cost records for the financial year ending 31st March 2025. The audit will encompass products such as sugar, cogeneration of power, and industrial alcohol, with a total remuneration of ₹ 2,00,000, broken down as follows: ₹1,00,000 for sugar, ₹ 65,000 for cogeneration of power, and ₹35,000 for industrial alcohol. These amounts are exclusive of applicable taxes and reimbursement of expenses.

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 based on the recommendation of the 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 provided in the Notice for approval by the shareholders.

By Order of the Board

Place : Coimbatore
Date : 22nd May, 2024

M. PONRAJ
Company Secretary