

AGM Notice

NOTICE is hereby given that the Twenty-Third Annual General Meeting of **Shree Renuka Sugars Limited** will be held on **Monday, 30th September 2019** at **12.30 p.m.** at KPTCL Samudhay Bhavan, Opp. JNMC, Smart City Road, Shivabasav Nagar, Belagavi – 590010 to transact the following business:

Ordinary Business

1. To consider and adopt the audited standalone and the consolidated financial statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijendra Singh (DIN: 03537522), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. Appointment of Mr. Rajeev Kumar Sinha as a Nominee Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajeev Kumar Sinha (DIN: 01334549), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th August 2019 and who holds office upto the date of the ensuing Annual General Meeting and as recommended by the Nomination and Remuneration/ Compensation Committee and the Board of Directors and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Nominee Director of the Company, not liable to retire by rotation.”

4. Ratification of remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 4,75,000 (Rupees Four lakh Seventy Five thousand only) (plus applicable tax and out of- pocket expenses, if any, for the purpose of Audit) to M/s B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) appointed as Cost Auditors by the Board of Directors of the Company for conducting the cost audit for the financial year ending 31st March 2020, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approval for material related party transactions

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) including material related party transactions of purchase and/or sale of sugar and to renew these transactions, from time to time, at any time in future, as per details given below:

Sr. No.	Name of Related Party/Entity	Nature of Relationship	Nature and Particulars of Contract	Estimated amount per annum (₹ in crores)
1	Wilmar Sugar India Private Limited	Entity & Company are Subsidiaries of the same third party, Wilmar Group	Purchase/Sale of Sugar	1,300

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.”

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

6th August 2019, Mumbai

Regd. Office:

2nd & 3rd Floor, Kanakashree Arcade,
CTS No. 10634, JNMC Road,
Nehru Nagur, Belagavi - 590010
CIN: L01542KA1995PLC019046

Notes:

- The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business are annexed hereto.
- A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company.**
- The instrument appointing proxy(ies) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting, a member would be entitled to inspect, at any time between 9 a.m. and 6 p.m. during the working days of the Company, the proxies lodged provided not less than three days’ notice in writing of the intention so to inspect is given to the Company.
- Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 25th September 2019 to Monday, 30th September 2019 (both days inclusive).
- This Notice is being sent to all the members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 23rd August 2019.
- Electronic copy of the Annual Report for the year ended 31st March 2019 including the Notice of the 23rd Annual General Meeting of the Company amongst other things, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail ID(s) are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the above mentioned documents are being sent by the permitted mode.
- Members/proxies are requested to hand over the duly filled-in and signed Attendance Slip at the entrance of the Hall while attending the meeting. Proxies should carry their identity proof at the meeting for the purpose of identification.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings the relevant information in respect of the Directors seeking appointment/reappointment at the Annual General Meeting is provided in the Notice of Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (“DPs”) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company viz. Karvy Fintech Private Limited (“Karvy”).
13. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered and Corporate Office of the Company on all working days except Saturday, Sunday and public holidays, between 9.00 a.m. and 6.00 p.m. upto the date of Annual General Meeting.
14. Members holding shares in physical mode are requested to advise about change of address to Karvy and members holding shares in electronic mode are requested to intimate their respective DPs about any change of address or Bank mandate and NOT to the Company or Karvy.
15. Members who have not registered their e-mail addresses so far are requested to register/update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. In respect of shares held in demat mode, e-mail addresses can be registered with the depository and members who hold shares in physical form are requested to register their e-mail addresses with Karvy.
16. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote.
17. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.
18. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

19. Process and Manner of remote e-voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means (“remote e-voting”) to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice.

The Board of Director has appointed T F Khatri & Associates, Practising Company Secretary having membership No. F9093 and CP No. 10417, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the equity shares held by them as on 23rd September 2019 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder as on the Cut-off date, should treat this Notice for information purposes only.

1. The Company has entered into an arrangement with Karvy Fintech Private Limited (“Karvy”) for facilitating remote e-voting for the ensuing Annual General Meeting. The instructions for remote e-voting are as under:

1.A In case a member receives an e-mail from Karvy [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]

- (i) Launch internet browser by typing the URL <https://evoting.karvy.com>
- (ii) Enter the login credentials (i.e. User ID and password). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- (iii) After entering these details appropriately, Click on “LOGIN”.
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will

- prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the E-Voting Event Number for Shree Renuka Sugars Limited.
 - (vii) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: tfkhatriassociates@gmail.com
- They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- 1.B **In case a member receives physical copy of the Notice by post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
 - (i) E-voting Event Number, User ID and password is provided in the Attendance Slip
 - (ii) Please follow all steps from Sr.No.(i) to (xii) as mentioned in (A) above, to cast your vote by electronic means.
 2. **The remote e-voting period commences on Friday, 27th September 2019 (9.00 a.m. IST) and ends on Sunday, 29th September 2019 (5.00 p.m. IST).** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23rd September 2019, may cast their votes electronically. The remote e-voting module shall be disabled for voting thereafter. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 3. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 4. The facility for voting through polling paper shall be made available at the Annual General Meeting (the "meeting") and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting.
 5. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 6. The Board of Directors of the Company has appointed T. F. Khatri & Associates, as scrutinizer to scrutinize the remote e-voting process and voting at the meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
 7. The voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September 2019. The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on the cut-off date.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd September 2019 only shall be entitled to avail the facility of remote e-voting/ voting at the meeting.
9. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd September 2019, may obtain the USER ID and Password in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXX1234567890
 - b. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c. Member may call Karvy’s toll free number 1-800-3454-001
 - d. Member may send an e-mail request to einward.ris@karvy.com

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
10. In case of any query pertaining to e-voting, please visit Help & FAQ’s section available at Karvy’s website <https://evoting.karvy.com>
11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.renukasugars.com and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Rajeev Kumar Sinha is an M.Sc from St. Petersburg University, Russia and has over 20 years of experience with IDBI Bank Limited. He has held several positions at the Bank, namely CEO of Dubai Branch at Dubai International Financial Center, International Banking Division, Sr. Regional Head/General Manager - Corporate Banking, NPA management resolution of stressed assets at Mumbai, Location Head – Corporate Banking, Trade Finance, Infrastructure Corporate Finance at Ahmedabad, Assistant General Manager – Corporate Finance, Project Finance, Corporate Debt Restructuring at Mumbai. He was part of the team implementing the first Corporate Debt Restructuring in the banking sector in India.

Mr. Sinha has also worked with Ministry of Defense, Government of India, through UPSC, and in the Tata & Ispat Group, where he was engaged in planning and execution of greenfield steel projects.

Mr. Sinha (DIN No: 01334549) was appointed as Additional Director (Nominee) of the Company with effect from 6th August 2019 by the Board of Directors under Section 161 of the Act and as per the Company’s Articles of Association. Mr. Sinha is a nominee of IDBI Bank Limited, banker of the Company. In terms of Section 161(1) of the Act, Mr. Sinha will hold office only upto the date of the forthcoming AGM but is eligible for re-appointment as a Director.

In terms of provisions contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, as their case may be.

Pursuant to candidature received from the shareholder, the said resolution is being placed before the members for their approval.

Except Mr. Sinha being appointee none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the proposed resolution.

The Board recommends the passing of the resolution as set out at item No. 3 for approval of the Members as an Ordinary Resolution.

Item No. 4:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of ₹ 4,75,000 (Rupees Four lakh Seventy Five thousand only) (plus applicable tax and out-of-pocket expenses, if any), to M/s B. M. Sharma & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the proposed resolution.

The Board recommends the passing of the resolution as set out at item No. 4 for approval of the Members as an Ordinary Resolution.

Item No. 5:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a related party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis.

The transactions with the related parties as per resolution No. 5 are at arm's length and in the ordinary course of business of the Company. However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last audited financial statements of the company.

The Company proposes to enter into transaction with related party as provided in Resolution at item No. 5, from time to time, at the agreed terms of the transactions between the parties. The Audit Committee has approved the said related

party transactions, and has noted that these transactions are in the ordinary course of business and are at arm's length. Further, the management also believes that transactions under these contracts are on an arm's length basis. Further, the said transactions may qualify as material Related Party transactions under the Listing Regulations read with the Policy of the Company on Materiality of Related Party Transactions. Accordingly, the members' approval is sought for the same.

Information relating to transactions viz. names of the related party and relationships, monetary value of the transactions is mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties; and the transactions are in the ordinary course of the business of the Company and are at arm's length basis.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Jean-Luc Bohbot who is a Director in Wilmar Sugar India Private Limited and Wilmar Sugar Holdings Pte. Ltd., and Managing Director in Wilmar Sugar Pte. Ltd., and Mr. Stephen Ho Kiam Kong, who is Director in Wilmar Sugar Pte. Ltd. & Wilmar Sugar Holding Pte. Ltd. and Mr. Atul Chaturvedi by virtue of his position as Director in Adani Wilmar Limited.

The Directors recommend the Resolution as stated at item No. 5 of the Notice for approval of the members by way of an Ordinary Resolution.

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

6th August 2019, Mumbai

Regd. Office:

2nd & 3rd Floor, Kanakashree Arcade,
CTS No. 10634, JNMC Road,
Nehru Nagur, Belagavi - 590010
CIN: L01542KA1995PLC019046

Details of Directors seeking appointment/re-appointment/change of remuneration pursuant to the provisions of i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mr. Vijendra Singh	Mr. Rajeev Kumar Sinha
Date of Birth	1 st February 1960	19 th March 1963
Date of Appointment	10th May 2011	8 th August 2019
Qualification	<ul style="list-style-type: none"> ▶ B.Sc from Meerut University in 1979. ▶ Post-Graduation in Sugar Technology from National Sugar Institute in 1981 ▶ MBA (Finance) 	<ul style="list-style-type: none"> ▶ Graduated from St. Petersburg University, Russia (erstwhile Leningrad Institute, USSR) with degree of M.Sc (Electrical Engineering)
Expertise in specific functional area / Brief Profile	<p>Mr. Singh has rich experience in agro processing industry for over 30 years. He began his career from Sugar Company - DCM Shriram Industries Ltd, as a Management Trainee and then gradually reached to the position of Senior General Manager and thereafter has held various senior positions in the top sugar companies of the country. During his stint with these companies, he has efficiently handled activities like production, commercial, expansion, modernization, construction of Co-generation plant and other related activities. Under his leadership, the overall efficiencies of the plants improved, productivities increased and operation streamlined. He is associated with our Company since September 2010 designated as President (Sugar Mills)</p>	<p>Mr. Rajeev Kumar Sinha was appointed through UPSC in Ministry of Defense where he served for a period of approx. one & half years.</p> <p>Mr. Sinha served for a period of approx. 8 years in the Steel Plants of Tata and Ispat Group (Mittals) engaged in planning & execution of Greenfield steel projects.</p> <p>He joined IDBI Bank in 1998 in Mumbai and worked in Corporate Finance looking after various sectors mainly Steel and Power, upto 2006. He was part of the team implementing the first Corporate Debt Restructuring in the banking sector in India.</p> <p>In September 2006, he was appointed as Branch Head, Corporate Banking at Ahmedabad. Thereafter in January 2008 he took charge as Location Head of Infrastructure Corporate Group for the entire Gujarat Region, looking after financing need in various infrastructure like road, port, power, telecommunication etc.</p> <p>During November 2009, he was transferred to International Banking Division of IDBI in Mumbai and subsequently he was posted at Dubai to set-up and start the first overseas Branch of the Bank.</p> <p>He served as CEO of Dubai Branch at Dubai International Financial Center till November 2014. On return to India in January 2015, he was posted to Corporate Banking Group at Head Office, Mumbai.</p>

Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	<ul style="list-style-type: none"> ▶ Gokak Sugars Limited ▶ KBK Chem-Engineering Pvt. Ltd. ▶ Shree Renuka Agri Ventures Limited 	▶ 3I Infotech Limited
Membership/ Chairman of the Committees of the Board of other public limited companies (Membership/ Chairmanships of only Audit Committees and stakeholders Relationship Committees in other public limited Companies have been considered.)	-	-
Number of shares held in the Company	-	-
Terms and Condition of appointment	To be re-appointed as Director of the Company; liable to retire by rotation.	Please refer the proposed Ordinary Resolution No. 3 and its Explanatory Statement.
Number of meetings of the Board attended during the financial year 2018-19	5	-
Remuneration last drawn	Basic salary of ₹ 1,43,34,672 per annum and perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company	NA
Remuneration proposed to be paid	Same as above	NA
Relationship with Directors inter-se	-	-



ATTENDANCE SLIP

SHREE RENUKA SUGARS LIMITED

CIN: L01542KA1995PLC019046

Registered Office: 2nd & 3rd Floor, Kanakashree Arcade, CTS No. 10634, JNMC Road, Nehru Nagur, Belagavi - 590010

Tel: 0831-2404000 | Website: www.renukasugars.com

E-mail: einward.ris@karvy.com

Name & Address of the member:

Regd. Folio/DP ID No. :

Client ID No. :

No. of Shares :

I/we hereby record my/our presence at the 23rd Annual General Meeting of the Company held on Monday, 30th September 2019 at 12.30 p.m. at KPTCL Samudhay Bhavan, Opp. JNMC, Smart City Road, Shivabasav Nagar, Belagavi – 590010, Karnataka, India.

Name of the shareholder / proxy*	Signature of the shareholder / proxy*

*Strikeout whichever is not applicable

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password / PIN
4933		

Notes:

- Please fill this Attendance Slip and hand over at the entrance of the Meeting Hall.
- Duplicate slips will not be issued at the entrance of the Hall.



PROXY FORM

SHREE RENUKA SUGARS LIMITED

CIN: L01542KA1995PLC019046

Registered Office: 2nd & 3rd Floor, Kanakashree Arcade, CTS No. 10634, JNMC Road, Nehru Nagur, Belagavi - 590010

Tel: 0831-2404000 | Website: www.renukasugars.com

E-mail: einward.ris@karvy.com

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member(s)			
Registered Address			
E-mail ID			
Folio No./ DP ID No.		Client ID No.	

I/We, _____ being the member(s) of Shree Renuka Sugars Limited holding _____ shares of the Company, hereby appoint below at Sr. No 1 or failing him Sr. No 2 or failing him Sr. No. 3

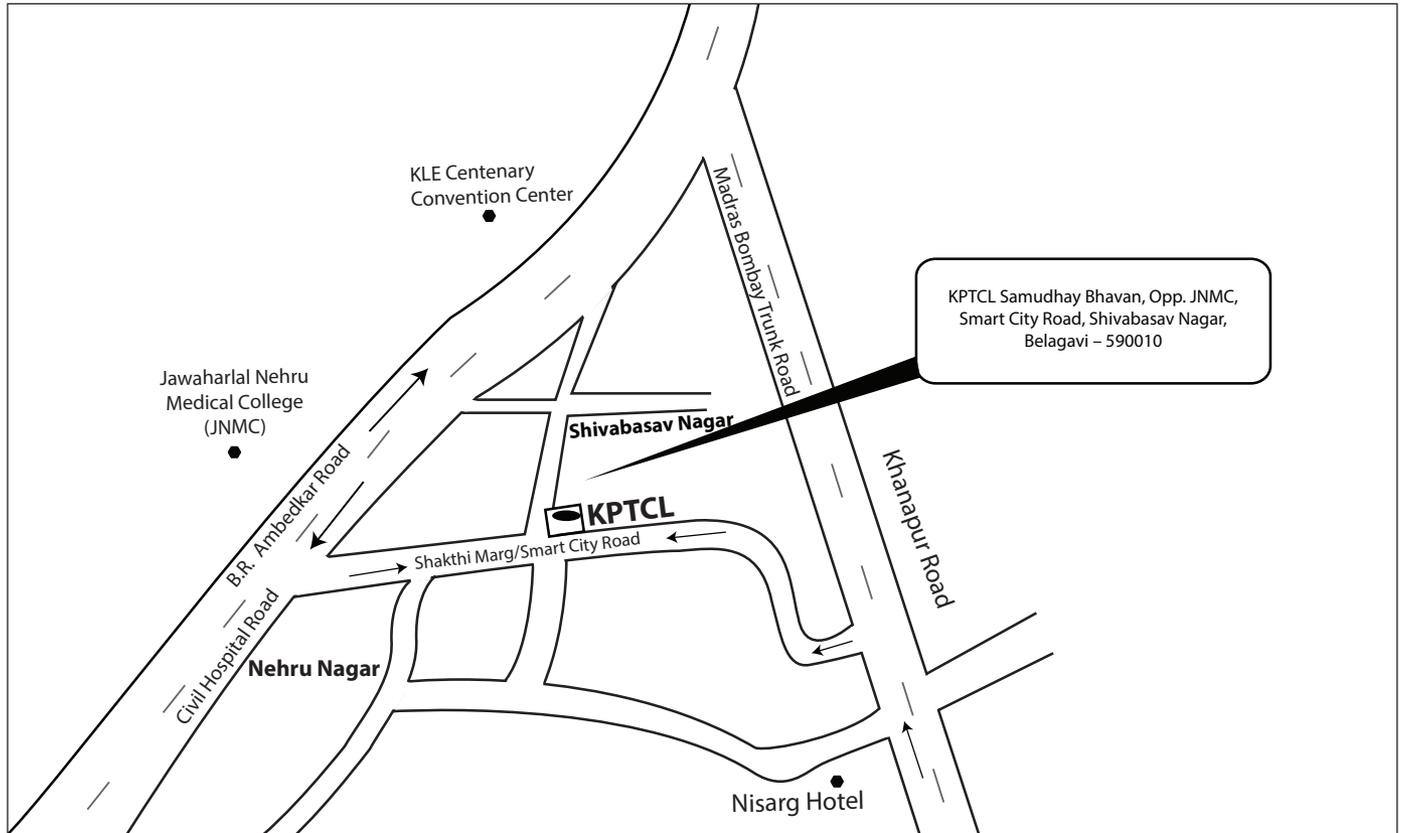
Sr.No	Name of the Proxy	Address & Email Id	Signature
1.			
2.			
3.			

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 12.30 p.m. at KPTCL Samudhay Bhavan, Opp. JNMC, Smart City Road, Shivabasav Nagar, Belagavi – 590010, Karnataka, India and at any adjournment thereof in respect of such resolutions as indicated overleaf.

ROUTE MAP /DIRECTION TO THE VENUE OF THE 23RD AGM TO BE HELD ON MONDAY 30TH SEPTEMBER 2019

Venue: KPTCL Samudhay Bhavan, Opp. JNMC, Smart City Road, Shivabasav Nagar, Belagavi – 590010

Landmark: Opposite Jawaharlal Nehru Medical College (JNMC), Belgavi



Item No.	Resolutions	Vote (Optional, See Note 2)	
		For	Against
Ordinary Business:			
1	To consider and adopt the audited standalone and the consolidated financial statements of the Company for the financial year ended 31 st March 2019 together with the Reports of the Board of Directors and Auditors thereon		
2	To appoint a Director in place of Mr. Vijendra Singh (DIN: 03537522), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
3	To approve appointment of Mr. Rajeev Kumar Sinha as a Nominee Director		
4	To ratify remuneration of Cost Auditors		
5	To approve material related party transactions		

Signed this _____ day of September 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix revenue stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference by tick mark. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.