

February 18, 2021

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East)
Mumbai-400 051.

BSE Limited
P.J.Towers
Dalal Street
Mumbai – 400 001

Sirs

Sub: Notice of Extraordinary General Meeting (EGM) – reg.

This is to inform you that the 2nd Extraordinary General Meeting (EGM) of the members of the Company is scheduled to be held on Friday, the 12th March 2021 at 4 PM, through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Other particulars:

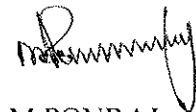
E-voting cut-off date (to determine eligibility to vote by electronic means)	5 th March 2021
E-voting period	Commences on: 9.00 AM - 9 th March 2021 Ends on: 5.00 PM - 11 th March 2021

We are enclosing herewith the Notice of EGM.

Kindly take the same on record.

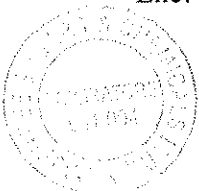
Thanking you

For and on behalf of
RAJSHREE SUGARS & CHEMICALS LIMITED



M PONRAJ
Company Secretary
Membership # A29858

Enc: As above



Rajshree Sugars & Chemicals Limited

The Uffizi, 338/8, Avanashi Road, Peelamedu, Coimbatore - 641004, TN, India.

T: +91 - 422 4226222, 2580981-82 F: +91 - 422 2577929 E: rscl@rajshreesugars.com W: www.rajshreesugars.com

CIN: L01542TZ1985PLC001706

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 2nd Extraordinary General Meeting (EGM) of the Members of Rajshree Sugars & Chemicals Limited will be held on **Friday, the 12th March, 2021 at 4.00 PM** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business. Deemed venue of the meeting will be the Registered office of the Company at 'The Uffizi', 338/8, Avanashi Road, Peelamedu Coimbatore 641 004.

AGENDA

1) **Increase of Authorised Share Capital from Rs.30 Crores to Rs.37 Crores and consequent alteration of the Capital Clause of Memorandum of Association.**

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

"RESOLVED that pursuant to the provisions of Sections 61(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder the consent of the members be and is hereby accorded for increasing the Authorized Share Capital of the Company from Rs.30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores only) Equity Shares of Rs.10/- each to Rs.37,00,00,000 (Rupees Thirty Seven Crores only) divided into 3,70,00,000 (Three Crore Seventy Lakhs only) Equity Shares of Rs.10/- each."

"RESOLVED FURTHER that pursuant to the provisions of Section 13, 61 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the consent of the Members be and is hereby accorded for altering Clause V (Capital Clause) of the Memorandum of Association of the Company by substituting its existing contents with the following:

"V. The Authorized Share Capital of the Company is Rs.37,00,00,000 (Rupees Thirty Seven Crores only) divided into 3,70,00,000 (Three Crores Seventy Lakhs) Equity Shares of Rs.10/- each with power to increase or reduce or re-classify or otherwise alter the same in accordance with the provisions of the Companies Act, 2013 (including any amendment or re-enactment thereof) and Articles of Association of the Company."

2) **Issue of 0.1% Secured, Unlisted, Non-Cumulative, Redeemable & Non-Convertible Debentures (NCD) for an aggregate value not exceeding Rs.100 Crores, on part-conversion of secured loans pursuant to the Resolution Plan.**

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

"RESOLVED that pursuant to the provisions of Section 42, 62, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**"), from time to time, the Memorandum and Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/or

clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to approvals, consents, permissions of statutory authorities, the consent of members be and is hereby accorded to create, offer, invite, issue and allot in demat form, in one or more tranches/types, by way of a preferential issue, private placement or a combination thereof, up to an aggregate value not exceeding Rs.100 Crores (Rupees One Hundred Crores Only) 0.1% Secured Unlisted Non-Cumulative Redeemable Non-Convertible Debentures (“**NCD**”) at an offer price/face value of Rs.1,00,000/- per NCD, to the lenders of the Company viz., State Bank of India, UCO Bank, Bank of India, ICICI Bank Limited, Federal Bank Limited and Axis Bank Limited (collectively the “**Proposed NCD Allottees**”), or to their trustee(s), and on such terms and conditions as per the Scheme of Restructuring of the Company (hereinafter referred to as “**Resolution Plan**” which term shall include inter alia debt restructuring proposal, term sheet, sanction letters issued / to be issued by the lenders, agreements and other documents required for implementation of the Resolution Plan), formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019.

“**RESOLVED FURTHER** that for the purpose of giving effect to the above Resolution including any offer, invitation, issue or allotment of NCDs, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives), as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, including without limitation, the determination / modification / finalization of terms and conditions for issuance of NCDs, timing for issuance of such NCDs including but not limited to, the number of tranches, the terms of the issue, issue price, tenor, interest/ coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the NCDs, security for the NCDs, without requiring any further approval of the members of the Company, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, as necessary or appropriate and to discuss, negotiate, finalize, approve, issue, amend, alter, sign and/or execute any affidavits, document(s), agreements, instruments, forms, applications, deeds, declarations, letters, returns, undertakings and writings in connection with the NCDs including but not limited to private placement offer letter, letter of offer, debenture trust deed, debenture trustee agreement, security creation agreements / documents etc. in connection with the proposed issue, as the Board may deem necessary or desirable and to pay any fees, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of NCDs and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company (“**Members**”) or otherwise to the end and intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER** that for the purpose of giving effect to the private placement of the NCDs, the Board be and is hereby authorised to make an offer to the Proposed NCD Allotees in accordance with the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force.”

“**RESOLVED FURTHER** that the Company be and is hereby authorised to create and/ or procure such security or guarantees for securing the NCDs as may be required by the Proposed NCD Allottees as per the terms of the Resolution Plan.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to delegate all or any of the above powers herein conferred to any Committee or any one or more executives / officers of the Company, to give effect to the aforesaid resolutions.”

3) **Issue of 0.1% Secured, Unlisted, Non-Cumulative, Redeemable & Optionally-Convertible Debentures (OCD) for an aggregate value not exceeding Rs.180 Crores, on part-conversion of secured loans pursuant to the Resolution Plan.**

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

“RESOLVED that that pursuant to Section 23(1)(b), 42, 62, 71 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) (including any amendment to or reenactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as **“ICDR Regulations”**), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the **“Listing Regulations”**) read with the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (**“GOI”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), the Ministry of Corporate Affairs (**“MCA”**) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board, the consent of members be and is hereby accorded to create, offer, invite, issue and allot in dematerialized form, and in one or more tranches / types, by way of a preferential issue, private placement or a combination thereof, up to an aggregate value not exceeding Rs.180 Crores (Rupees One Hundred and Eighty Crores Only) 0.1% Secured Unlisted Non-Cumulative Redeemable & Optionally Convertible Debentures (**“OCD”**) at an offer price / face value of Rs.1,00,000/- per OCD, which are convertible into equivalent value of 9% Secured Unlisted Cumulative Redeemable Preference shares (CRPS), at the option of OCD-holders after a period of nine years and nine months from the cut-off date (30th June 2020) of the Resolution Plan, to the lenders of the Company viz., State Bank of India, UCO Bank, Bank of India, ICICI Bank Limited, Federal Bank Limited and Axis Bank Limited (collectively the **“Proposed OCD Allottees”**), or to their appointed trustee(s), through private placement offer letter, in one or more tranche or tranches, and on such terms and conditions as per the Scheme of Restructuring of the Company (hereinafter referred to as **“Resolution Plan”** which term shall include inter alia debt restructuring proposal, term sheet, sanction letters issued / to be issued by the lenders, agreements and other documents required for implementation of the Resolution Plan), formulated under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 (**“RBI Circular”**).

“RESOLVED FURTHER that the issue to the holders of the OCDs, which are convertible into or exchangeable with preference shares at a later date shall be, inter-alia, subject to the following terms and conditions:

- (a) in the event of the Company is allotting a bonus issue of preference shares by way of capitalization of its profits or reserves prior to the allotment of the preference shares, the number of preference shares to be allotted shall stand augmented in the same proportion in which the share capital increases as a consequence to such bonus issue and the premium, if any, shall stand reduced pro-rata to;
- (b) in the event of the Company issuing a rights offer by issue of preference shares prior to the allotment of the preference shares, the entitlement to the preference

shares will stand increased in the same proportion as that of the rights offer and such additional preference shares shall be offered to the holders of the OCD at the same price at which they are offered to the existing preference shareholders;

- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of preference shares, the price and the time period as aforesaid shall be suitably adjusted in the manner acceptable to the Proposed OCD Allottees; and
- (d) in the event of consolidation and/or division of outstanding preference shares into smaller number of preference shares (including by way of stock split) or re-classification of the OCD into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

“RESOLVED FURTHER that for the purpose of giving effect to the above Resolution including any offer, invitation, issue or allotment of OCDs, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives), as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, including without limitation, the determination / modification / finalisation of terms and conditions for issuance of OCDs, timing for issuance of such OCDs including but not limited to, the number of tranches, the terms of the issue, issue price, tenor, interest/ coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the OCDs, security for the OCDs, deciding / revising the dates of allotment, revising the relevant date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed OCD Allottees, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, without requiring any further approval of the members of the Company, and to discuss, negotiate, finalize, approve, issue, amend, alter and/or execute any affidavits, document(s), agreements, instruments, forms, applications, deeds, declarations, letters, returns, undertakings and writings in connection with the OCDs including but not limited to private placement offer letter, letter of offer, debenture trust deed, debenture trustee agreement, security creation agreements / documents etc., as the Board may deem necessary or desirable and to pay any fees, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of OCDs and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company (“**Members**”) or otherwise to the end and intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER that for the purpose of giving effect to the private placement of the NCDs, the Board be and is hereby authorised to make an offer to the Proposed NCD Allottees in accordance with the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force.”

“RESOLVED FURTHER that the Company be and is hereby authorised to create and/ or procure such security or guarantees for securing the OCDs as may be required by the Proposed OCD Allottees as per the terms of the Resolution Plan.”

“**RESOLVED FURTHER** that the Board be and is hereby authorized to delegate all or any of the above powers herein conferred to any Committee or any one or more executives / officers of the Company, to give effect to the aforesaid resolutions.”

4) **Issue of Equity Shares of face of value of Rs.10/- each for a total value (including premium) of not exceeding Rs.20/- Crores on preferential / private placement basis to the lender banks on part-conversion of secured loans pursuant to the Resolution Plan.**

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

“**RESOLVED** that pursuant to Section 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any amendment to or reenactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “**ICDR Regulations**”), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “**Listing Regulations**”) read with the listing agreements entered into by the Company with the stock exchanges where the securities of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“**GOI**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), the Ministry of Corporate Affairs (“**MCA**”) and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, SEBI, RBI, MCA, etc.), and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board, consent of the members be and is hereby accorded to create, offer, issue and allot in dematerialized form, Equity Shares (Face value of Rs.10/- each and premium) for an aggregate value not exceeding Rs.20/- Crores (Rupees Twenty Crores only) on preferential / private placement basis to the lenders of the Company viz., State Bank of India, UCO Bank, Bank of India, ICICI Bank Limited, Federal Bank Limited and Axis Bank Limited (collectively the “**Proposed Equity Allottees**”), or to their appointed trustee(s) through private placement offer letter, in one or more tranche or tranches, and on such terms and conditions as per the Scheme of Restructuring of the Company (hereinafter referred to as “**Resolution Plan**” which term shall include inter alia debt restructuring proposal, term sheet, sanction letters issued / to be issued by the lenders, agreements and other documents required for implementation of the Resolution Plan) at a price to be decided as per the Guidelines in ‘Prudential Framework for Resolution of Stressed Assets’ dated 7th June 2019 of Reserve Bank of India (RBI) (“**RBI Circular**”), on the “**Relevant Date**” for this purpose being the date on which the lenders collectively record their approvals for the Resolution Plan and on such further terms and conditions, as the Board may think fit.”

“**RESOLVED FURTHER** that the equity shares to be allotted in terms of this resolution, shall be made fully paid up at the time of allotment and shall rank pari-passu in all respects with the existing Equity shares of the Company”.

“**RESOLVED FURTHER** that equity shares so allotted shall be locked-in for such period as may be prescribed under the ICDR Regulation.”

Provided that for the purpose of transferring the control, the lenders may transfer the specified securities allotted to them before completion of the lock-in period subject to continuation of the lock-in on such securities for the remaining period, with the transferee;

“RESOLVED FURTHER that the abovementioned Equity Shares to be issued by the Company to the Proposed Equity Allottees shall be issued under the terms of Regulation 158(6) of the SEBI ICDR read with the RBI Circular.”

“RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and are hereby authorized to offer, invite, issue & allot the equity shares and take all such steps to enable listing of such shares in the Stock Exchanges where the securities of the company are already listed and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may deem necessary, expedient, proper or desirable for such purpose, including without limitation, deciding / revising the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Equity Allottees, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be agreed by the Board, and to take action on matters, give such directions or instructions for settling any questions, doubts or difficulties which may arise with regard to the invitation, offer, issue or allotment of the said equity shares and to and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and further to take appropriate actions to bring into effect the decision of the above enabling resolution.

“RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the above powers herein conferred to any Committee or any one or more executives / officers of the Company, to give effect to the aforesaid resolutions.”

By Order of the Board

Place : Coimbatore
Date : 17th February 2021

M.PONRAJ
Company Secretary

NOTE:

- a) 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, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore 641 006. (E-mail: info@skdc-consultants.com).
- b) The Company's equity shares are listed in the following stock exchanges at present.
 - a. National Stock Exchange of India Limited, Mumbai
 - b. BSE Limited, Mumbai
- c) No dividend is pending for transfer to the Investor Education and Protection Fund (IEPF) except unpaid dividend of Rs.39,729/- for the financial year 2009-10, which are kept pending transfer due to disputes pending at the court of law.
- d) 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 Registrar and Share Transfer Agents of the Company.

The members who are holding the shares in demat form are requested to update their email address with their depository participant.
- e) The documents mentioned in this notice, if any, are available for inspection at the Registered Office of the Company during office hours. Shareholders may also request to visit the website of the Company www.rajshreesugars.com or the e-voting website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com> for downloading the Notice of the EGM. Members are requested to support this Green Initiative by registering / updating their e-mail addresses for receiving electronic communications.
- f) 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 Companies Act, 2013, will be available for inspection by the members at the Registered office of the Company.
- g) The Statement of material facts pursuant to section 102(1) of the Companies Act, 2013, in respect of special business is annexed hereunder.
- h) A shareholder who is desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so only after the shares are dematerialized as per SEBI Circular dated 20th April 2018 and 16th July 2018. However, transmission or transpositions of securities are allowed in physical mode.
- i) Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, we request the shareholders who are holding shares in physical mode and who have not furnished the PAN and Bank account details, to furnish the following:
 - a) Self-attested copy of PAN card(s) of sole/joint holder(s) of shares; and
 - b) Bank details along with original cancelled cheque leaf with the name of the sole/first holder printed on cheque leaf or copy of Bank Passbook attested by your Bank Manager.
- j) For smooth conduct of EGM proceedings, Members who wish to receive information with respect to any item of Agenda, 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 10 days in advance before the start of meeting i.e. by 2nd March 2021.
- k) e-EGM: Company has appointed NSDL to provide Video Conferencing or Other Audio Visual Means (OAVM) facility for the Extraordinary General Meeting.

- l) Members may note that since the meeting is being held through VC facility, attendance slip is not annexed to this Notice convening the EGM.
- m) Members who would like to express their views or ask questions during the EGM 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 5.00 PM (IST) on Wednesday, 10th March 2021. Those Members who have registered themselves **as a speaker will only be allowed to express their views/ask questions during the EGM**. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
- n) Voting through electronic means:

In compliance with the provisions of Regulation 44 of the Listing Regulations read with section 108 of the Companies Act 2013 ("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 this Notice of EGM 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:

Mr.K.Jayakumar
Manager - Systems & Support
S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor,
1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006
Telephone No.91-422-4958995, 2539835, 2539836 Fax : +91-422-2539837
Email ID : info@skdc-consultants.com
Website :www.skdc-consultants.com

The e-voting module shall be disabled for voting on 11th March 2021 at 5 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 5th March 2021 (cut-off date for determining the eligibility to vote through electronic mode).

Mr.B.Krishnamoorthi, 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 EGM, 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 securities of the Company are listed immediately, after the Chairperson / Authorised Director declares the result.

E-VOTING INSTRUCTIONS FOR EXTRAORDINARY GENERAL MEETING (EGM) TO BE CONDUCTED THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM):

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 39/2020 dated December 31, 2020 physical attendance of the Members to the EGM venue is not

required and EGM be held through VC or OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (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 EGM will be provided by NSDL.
6. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM 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 Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, March 9, 2021 at 9:00 A.M. and ends on Thursday, March 11, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

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. Your password details 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.scrutiniser@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no: 1800-102-0990 / 1800-224-430 or send a request to Ms.M.Pallavi, Manager at evoting@nsdl.co.in

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:

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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor@rajshreesugars.com.

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.

The instructions for members for e-voting on the day of the EGM are as under:-

1. The procedure for e-Voting on the day of the EGM is same as per the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item Nos.1 – 4:

The Tamil Nadu Government has officially declared failure/deficit of the north east monsoon for the years 2016 and 2018, and many districts of Tamil Nadu as drought affected. The Company's command areas have been severely affected by drought conditions. Owing to the continuous drought, falling capacity utilization and mismatch between sugar realization and cane price, the company has become a Non-Performing Asset (NPA) in the month of June'2018.

The lender banks (State Bank of India, Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited) of the Company, had, at their Joint Lenders Meeting (JLM) held on 22nd January 2021, agreed to take forward the restructuring proposal of the Company to their respective Boards / appropriate authority and decided to make efforts to implement it at the earliest.

The salient features of the Resolution Plan are furnished hereunder:

The existing debts of the company have been proposed to be restructured with the following key features:

- 1) Cutoff Date: 30th June 2020
- 2) Total bank debt of Rs.438.91 Crores (comprising Principal of Rs.337.33 Crores and overdue interest of Rs.101.58 Crores) held by consortium lenders will be classified into:
 - a) Sustainable Debt at 48% of Bank's Principal outstanding as of cut-off date and shall be converted into Term Loan (TL) & Working Capital Term Loan (WCTL) of Rs.161.91 Crores and
 - b) Unsustainable Debt at 52% of the Principal outstanding and entire overdue interest and shall be converted into Equity of Rs.6.97 Crores, Non-Convertible Debenture (NCD) of Rs.97.78 Crores and Optionally Convertible Debenture (OCD) of Rs.172.25 Crores.
- 3) TL and WCTL shall be repaid over a period of 10 years.
- 4) The company has requested lenders to consider the waiver of penal interest of Rs.12.73 crore.
- 5) To manage the liquidity crunch, the company has requested the lenders to approve the Funded Interest Term Loan (FITL) of Rs.21.70 Crores for 18 months from cut-off date. FITL will be repaid over a period of 5 years.
- 6) The lenders shall hold 15% or such other percentage mutually agreed between the Company and the lender banks, in the post issue paid-up equity share capital of the Company.
- 7) The company plans to sell certain non-core assets worth of Rs.110.24 Crores for prepayment of the debt of the company

The final term sheet is subject to approval of the lenders.

It is proposed to complete the formalities like seeking approval of the shareholders, issue/allotment of the shares / debentures, creation of security on the assets etc., for the Resolution Plan before 31st March 2021.

Hence, it was proposed by the Board of Directors at their meeting held on 11th February 2021, to seek consent of the members for the resolutions furnished in the Agenda, in connection with implementation of the Resolution Plan:

Terms and conditions of the instruments / securities proposed to be issued/allotted to the lenders, as per the Resolution Plan are furnished hereunder:

- a) **0.1% Secured, Unlisted, Non-Cumulative, Redeemable & Non-Convertible Debentures (NCD) for an aggregate value not exceeding Rs.100 Crores, pursuant to the Resolution Plan.**

S.No.	Particulars	Secured Non-Convertible Debentures (NCD)
A.	Instrument	Non-Convertible Debentures (NCD)
B.	Issuer	Rajshree Sugars & Chemicals Limited (Company / Issuer)
C.	Debenture Holders	Lenders of the Issuer viz., State Bank of India, ICICI Bank Limited, Bank of India, UCO Bank, Federal Bank Limited and Axis Bank Limited or to their trustee(s).
D.	Object of the Issue	Conversion of the existing debts of the Company as per the Resolution Plan.

S.No.	Particulars	Secured Non-Convertible Debentures (NCD)																								
E.	Face Value	Rs.100,000/- per NCD.																								
F.	Issue Size	Not exceeding Rs.100 Crore.																								
G.	Issue Price	Will be issued at par.																								
H.	Issue Date	Before 31 st March 2021 subject to approvals required as per the Companies Act, 2013 as applicable																								
I.	Tenure	9 years and 9 months from cut-off date i.e. ending on 31 st March, 2030																								
J.	Coupon Rate	0.1% per annum (p.a.) payable annually. Coupon will be applicable from the date of issue of NCD and will be paid along with the annual installments falling due on March 31 st every year																								
K.	Nature	Secured & Unlisted																								
L.	Redemption	The NCDs shall be redeemed on the scheduled redemption dates i.e. at the end of each financial year commencing from 31 st March, 2022 till the financial year ending on 31 st March, 2030 unless prepaid. All redemptions will be apportioned pro-rata to outstanding NCD's held by lenders at that time.																								
M.	Redemption	<p>Redeemable at par</p> <table border="1"> <thead> <tr> <th>Financial Year (FY)</th> <th>Redemption (%) Per Bond</th> </tr> </thead> <tbody> <tr> <td>31st March, 2021</td> <td>0.00%</td> </tr> <tr> <td>31st March, 2022</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2023</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2024</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2025</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2026</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2027</td> <td>23.00%</td> </tr> <tr> <td>31st March, 2028</td> <td>24.00%</td> </tr> <tr> <td>31st March, 2029</td> <td>24.00%</td> </tr> <tr> <td>31st March, 2030</td> <td>24.00%</td> </tr> <tr> <td>Total</td> <td>100.00%</td> </tr> </tbody> </table>	Financial Year (FY)	Redemption (%) Per Bond	31 st March, 2021	0.00%	31 st March, 2022	1.00%	31 st March, 2023	1.00%	31 st March, 2024	1.00%	31 st March, 2025	1.00%	31 st March, 2026	1.00%	31 st March, 2027	23.00%	31 st March, 2028	24.00%	31 st March, 2029	24.00%	31 st March, 2030	24.00%	Total	100.00%
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Total	100.00%																									
N.	Variation in terms of debentures	Any variation in the terms of the Debentures after allotment thereof will be valid only if consented to by Majority Lenders/debenture holders, except where it occurs on account of prepayment.																								

The following information are furnished as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

- (i) Particulars of the offer including date of passing of Board resolution: The particulars of the offer were furnished below. The Board of Directors had passed resolution on 11th February 2021, for issue of NCD.
- (ii) Kinds of securities offered and the price at which security is being offered: As described above.
- (iii) Basis or justification for the price at which the offer or invitation is being made: Not Applicable since the NCDs are issued at par, by conversion of crystalized debt.
- (iv) Name and address of valuer who performed valuation: Not Applicable, since the NCDs will be issued at par.
- (v) Amount which the company intends to raise by way of such securities: Not applicable, since the NCDs will be issued by conversion of existing debts of the Company as per the Resolution Plan.
- (vi) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: As described above. The promoters or Directors are not part of the offer.

(vii) Principle terms of assets charged as securities: Almost all the assets of the Company are proposed to be charged as Security on first pari-passu charge basis to all the lender banks. State Bank of India, ICICI Bank Limited and Axis Bank Limited are having exclusive charge on some assets, in addition to common securities.

b) 0.1% Secured, Unlisted, Non-Cumulative, Redeemable & Optionally-Convertible Debentures (OCD) for an aggregate value not exceeding Rs.180 Crores, pursuant to the Resolution Plan.

S.No.	Particulars	Optionally Convertible Debenture (OCD)																								
A.	Instrument	Optionally Convertible Debenture (OCD)																								
B.	Issuer	Rajshree Sugars & Chemicals Limited (Company)																								
C.	Debenture Holders	Lenders of the Issuer viz., State Bank of India, ICICI Bank Limited, Bank of India, UCO Bank, Federal Bank Limited and Axis Bank Limited or to their trustee(s).																								
D.	Object of the Issue	Conversion of the existing debts of the Company as per the Resolution Plan.																								
E.	Face Value	Rs.1,00,000/- per OCD.																								
F.	Issue Size	Not exceeding Rs.180 Crores																								
G.	Issue Price	Will be issued at par																								
H.	Issue Date	Before 31 st March 2021 subject to approvals required as per Company's Act 2013 as applicable post the cut-off date																								
I.	Coupon	0.10% per annum payable annually for first 9 years and 9 months (till Financial year ending 31.3.2030); 9% per annum payable annually from the year ending March 31 st , 2031, if rolled over as OCD subject to applicable laws or converted to Cumulative Redeemable Preference Shares (CRPS). Coupon will be applicable from the date of issue of OCD or the date of roll-over and will be paid along with the annual installments falling due on March 31 st every year																								
J.	Nature	Secured & Unlisted																								
K.	Tenure	9 years and 9 months from the cut-off date. OCD to be redeemed as per the agreed schedule or converted into CRPS on the lender exercising such option to convert outstanding amount of OCD during the period of 15 days i.e. from 16 th March, 2030 to 30 th March, 2030																								
L.	Redemption	<p>Redeemable at par.</p> <table border="1"> <thead> <tr> <th>Financial year</th> <th>Redemption (%) Per Bond</th> </tr> </thead> <tbody> <tr> <td>31st March, 2021</td> <td>0.00%</td> </tr> <tr> <td>31st March, 2022</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2023</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2024</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2025</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2026</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2027</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2028</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2029</td> <td>1.00%</td> </tr> <tr> <td>31st March, 2030</td> <td>92.00%</td> </tr> <tr> <td>Total</td> <td>100.00%</td> </tr> </tbody> </table>	Financial year	Redemption (%) Per Bond	31 st March, 2021	0.00%	31 st March, 2022	1.00%	31 st March, 2023	1.00%	31 st March, 2024	1.00%	31 st March, 2025	1.00%	31 st March, 2026	1.00%	31 st March, 2027	1.00%	31 st March, 2028	1.00%	31 st March, 2029	1.00%	31 st March, 2030	92.00%	Total	100.00%
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31 st March, 2030	92.00%																									
Total	100.00%																									
M.	Redemption	9 months moratorium from cut-off date on redemption of OCD. The OCDs shall be redeemed on the scheduled redemption dates i.e. at the end of each financial year commencing from 31 st March 2022 till the financial year ending on 31 st , 2030, unless prepaid or if the lenders exercise their conversion option during the period 16 th March 2030 to 31 st March 2030																								

S.No.	Particulars	Optionally Convertible Debenture (OCD)
		Lenders will redeem the outstanding OCD and accrued interest thereon if any, to the extent of free cash balance available in escrow account as on 15 th March, 2030 with the lead lender. For the balance amount of such OCD which cannot be redeemed due to non-availability of free cash balance, lenders will have the option to either roll over the balance OCD amount for a period of 4 years into fresh OCD or convert OCD into Cumulative Redeemable Preference Shares (CRPS) for the equivalent amount as per applicable laws at that time. The CRPS/OCD shall be redeemed in four years in equal annual instalments from first anniversary of the date of conversion to the CRPS/OCD. All redemptions/conversions will be apportioned pro-rata to outstanding OCD held by lenders
N.	Terms of CRPS/ OCD issued on conversion/ roll-over	<ul style="list-style-type: none"> The CRPS/ OCD shall be redeemed in four years in equal annual instalments from first anniversary of the date of conversion to the preference shares or roll-over (i.e. from 31st March, 2031 to 31st March, 2034) CRPS/ OCD will bear dividend/ coupon of 9.00% p.a. which will be paid annually along with instalments, subject to applicable law
O.	Variation in terms of debentures	Any variation in the terms of the OCD/ CRPS after allotment thereof will be valid only if consented to by Majority Lenders / OCD holders.

The following information are furnished as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

- (i) Particulars of the offer including date of passing of Board resolution: The particulars of the offer were furnished above. The Board of Directors had passed resolution on 11th February 2021, for issue of OCD.
- (ii) Kinds of securities offered and the price at which security is being offered: As described above.
- (iii) Basis or justification for the price at which the offer or invitation is being made: Not Applicable, since the OCDs will be issued at par by conversion of the crystallized debt.
- (iv) Name and address of valuer who performed valuation: Not Applicable
- (v) Amount which the company intends to raise by way of such securities: Not applicable, since the OCDs will be issued by conversion of existing debts of the Company as per the Resolution Plan.
- (vi) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: As described above. The promoters or Directors are not part of the offer.
- (vii) Principle terms of assets charged as securities: Almost all the assets of the Company are proposed to be charged as Security on first pari-passu charge basis to all the lender banks. State Bank of India, ICICI Bank Limited and Axis Bank Limited are having exclusive charge on some assets, in addition to common securities.

c) **Issue of Equity Shares of face of value of Rs.10/- each for a total value (including premium) of not exceeding of Rs.20/- Crores on preferential / private placement basis to the lender banks pursuant to the Resolution Plan.**

Under the terms of the restructuring, lenders may convert of portion of debt into equity in order to hold 15% stake or such other mutually agreed percentage between the Company and the lenders, in the post issue paid-up Equity Share capital of the company, subject to applicable corporate approvals of the Issuer. As per clause 32 of RBI circular dated 7th June, 2019 the issue price of equity shares to be allotted to lenders shall be lower of:

- a) book value and
- b) price which is lower of average of the weekly high and low of the volume weighted average price of the shares of the Company quoted on the recognized stock exchange among the following:
 - for twenty-six weeks preceding the **reference / relevant date**; or
 - for two weeks preceding the reference date

The ‘reference / relevant date’ shall be the date on which the lender approves the restructuring scheme. The amount of debt to be converted to equity may change as per the share price to be calculated as on Reference Date.

S. No.	Particulars	Debt to Equity Conversion
A.	Borrower / issuer	Rajshree Sugars & Chemicals Limited
B.	Holder	Existing lenders of the issuer viz. State Bank of India, Bank of India, ICICI Bank Limited, UCO Bank, Axis Bank Limited and Federal Bank Limited.
C.	Reference / relevant date for conversion	The reference date shall be the date on which the lender approves the Resolution Plan.
D.	Total Amount	Not exceeding Rs.20 Crores.
E.	Right of First Refusal	The promoters will have the first right of refusal to purchase the whole or part of the equity which any lender may propose to dispose any time, subject to applicable statutory compliances.

The following information are furnished, as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014:

- (i) The objects of the issue: The Equity Shares will be issued to by part conversion of debts of the Company as per the Resolution Plan.
- (ii) The total number of shares or other securities to be issued: The quantum of share to be allotted is indeterminate at this juncture, and will be ascertained on the relevant date. However, the total aggregate shareholding of the said lender banks, in the post issue paidup equity capital of the Company will not exceed 15% or such other mutually agreed percentage between the Company and the said lender banks.
- (iii) The price or price band at/within which the allotment is proposed: The pricing will be determined as per the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by Reserve Bank of India vide its circular dated 7th June 2019 on the relevant date.
- (iv) Basis on which the price has been arrived at along with report of the registered valuer: The price will be determined on the “Relevant Date”.

- (v) Relevant date with reference to which the price has been arrived at: “Relevant Date” for this purpose being the date on which the lenders collectively record their approvals for the Resolution Plan and on such further terms and conditions, as the Board may think fit.
- (vi) The class or classes of persons to whom the allotment is proposed to be made: The allotment will be made to the said lender banks.
- (vii) Intention of promoters, directors or key managerial personnel to subscribe to the offer: The Promoters, Directors or Key Managerial Personnel are not intended to subscribe to the equity shares.
- (viii) The proposed time within which the allotment shall be completed; The allotment shall be completed on or before 31st March 2021, subject to statutory approvals/ compliances.
- (ix) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them: The equity shares will be allotted to the lender banks as mentioned above, to enable them to hold 15% stake or such other percentage mutually agreed between the Company and the lender banks, in the post issue paid-up Equity Share capital of the company, subject to applicable corporate approvals of the Issuer.
- (x) The change in control, if any, in the company that would occur consequent to the preferential offer: There will be no change in the control of the Company.
- (xi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil
- (xii) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: The valuation will be done at the on the relevant date, mentioned above.
- (xiii) The pre issue and post issue shareholding pattern of the company in the format prescribed under Rule 13(2)(d).

The lenders are holding very negligible percentage of shareholding in the pre-issue equity share capital of the Company. The lenders will hold not exceeding 15% or such other percentage mutually agreed between the Company and the lenders, in the post-issue paidup equity share capital of the Company.

The following information are furnished as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

- (i) Particulars of the offer including date of passing of Board resolution: The Particulars of the offer were furnished above. The Board of Directors had passed resolution on 11th February 2021, for issue of equity shares.
- (ii) Kinds of securities offered and the price at which security is being offered: As described above.
- (iii) Basis or justification for the price at which the offer or invitation is being made: As described above.
- (iv) Name and address of valuer who performed valuation;

The valuation will be done on the relevant date. The details of the valuers are furnished hereunder:

M/s Badri Vijay & Co.
Chartered Accountants
366-A, Alagesan Road
Saibaba Colony
Coimbatore 641 011.

Mr. S.Saraskumar. B.Com.,F.C.S.,A.C.A
Practising Company Secretary
Registered Valuer (Securities or Financial Assets)
Insolvency Professional
No.132A, NTR Street, Rangarajapuram Main Road
Kodambakkam,
Chennai 600 024.

- (v) Amount which the company intends to raise by way of such securities; Not applicable, since the equity shares will be issued by conversion of existing debts of the Company as per the Resolution Plan.
- (vi) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; As described above. The promoters or Directors are not part of the offer.
- (vii) Principle terms of assets charged as securities. Not Applicable.

In terms of SEBI (ICDR) Regulations 2009, the following disclosures are being made:

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee/s, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue: The shares will be issued to the lender banks on part conversion of their existing debts. There will be no change in the control of the issuer consequent to the preferential issue.

The current Authorised share capital is Rs.30 Crores. Since it is proposed to allot equity shares by way of conversion of loans to the lenders as per the Resolution Plan, it is recommended to increase the Authorised Share Capital from Rs.30 Crores to Rs.37 Crores.

Auditor's certificate:

A certificate from the Statutory Auditors of the Company shall be obtained to the effect that the proposed issue of equity shares to the proposed allottees is in accordance with the SEBI (ICDR) Regulations 2018 relating to preferential issues & such certificate shall be laid before the general meeting for inspection by the shareholders.

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 Resolutions furnished in the agenda, for consent of the shareholders.

By Order of the Board

M.PONRAJ
Company Secretary

Place : Coimbatore
Date : 17th February 2021