



The Ravalgaon Sugar Farm Limited

Regd. Office: Ravalgaon 423 108. Taluka Malegaon, District Nashik, Maharashtra.

NOTICE

To,
All Shareholders,

NOTICE IS HEREBY given that an **EXTRA ORDINARY GENERAL MEETING** of the members of The Ravalgaon Sugar Farm Limited will be held on, Thursday, 3rd April 2014, at 10:30 am at Krida Mandal Hall, Ravalgaon 423108, Taluka Malegaon, Dist Nasik, Maharashtra to transact the following business as special business:

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of sections 198, 269, 309, 310 and 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re enactments thereof, for the time being in force) and subject to the approval of the Central Government, the consent of the Company be and is hereby accorded to (1) reappointment of Mr. H. B. Doshi as Chairman and Managing Director of the Company for a period of three years with effect from 16th January 2014 till 15th January 2017 and (2) to draft agreement containing terms and conditions including the remuneration and perquisites payable to Mr. H. B. Doshi as the Chairman and Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby further authorized to vary or increase the remuneration or perquisites including the value thereof as specified in the draft agreement to the extent the Board of Directors may consider appropriate and as may be permitted and authorized in accordance with provisions under the Companies Act, 1956 for the time being in force, provided however that, the remuneration payable to Shri H. B. Doshi, Chairman and Managing Director, shall be as permissible under the Companies Act, 1956 including under Schedule XIII to the Companies Act, 1956 or any amendments thereto or any statutory modifications or re enactment(s) thereof and/or any rules or regulations framed there under and to suitably modify the above agreement between the Company and Shri H. B. Doshi to give effect to such variation or increase as the case may be.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Shri H. B. Doshi's office as Chairman and Managing Director of the Company, Shri H. B. Doshi be paid the above referred remuneration and perquisites as Minimum Remuneration by way of salary, allowance and perquisite or such other remuneration as may be permissible under the Companies Act, 1956 or any rules or regulations framed there under or as may be permissible under the approval obtained, if any, from the Central Government, not being less than the remuneration prescribed under Schedule XIII of the Companies Act, 1956 from time to time.

SALARY AND PERQUISITES:

Total remuneration of Rs 4.00 Lacs per month (Rs 48.00 Lacs per annum) including the perquisites as mentioned in Category A below plus the perquisites as mentioned in category B below. Category C perquisites to be calculated separately.

CATEGORY A

- a. **Housing:**
 - i. Fully furnished Residential accommodation or HRA @ 60% of salary.
 - ii. The expenditure on gas, electricity, water and other utilities shall be borne/reimbursed by the Company.
- b. **Medical Reimbursement:**

Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalization, nursing home and surgical charges, for self and family as per Company rules.
- c. **Leave Travel Concession/Holiday Travel Expenses:**

Leave Travel Concession for self and family once in a year to and from any place in India or outside India

- d. **Club Fees:**
Reimbursement of Membership for maximum of two clubs.
- e. **Insurance:**
Accident insurance for an amount, the all-inclusive premium for which shall not exceed Rs 25,000/ per annum.
- f. **Other perquisites:**
Subject to overall ceiling on remuneration mentioned hereinabove, the Chairman and Managing Director may be given any other allowances, benefits and perquisites as the Remuneration Committee and the Board of Directors may decide and approve.
- Explanation:** Perquisites shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such rule, perquisites shall be evaluated at cost.
In the event, the approval of the shareholders or of the Central Government is received for an amount of less than Rs 4.00 Lacs per month for salary and perquisites, such amount as may be approved by the shareholders by way of special resolution and/or Central Government approval will be payable to the Chairman and Managing Director.

CATEGORY B

- a. **Company's contribution to the Provident Fund/Superannuation Fund/Annuity Fund:**
The Company's contribution to the Provident Fund/Superannuation Fund/Annuity Fund shall be as per the rules of the Company applicable to senior executives.
- b. **Gratuity:**
Gratuity in accordance with the Rules and Regulations in force in the Company from time to time.
- c. **Conveyance facility:**
Car and driver for official purpose.
- d. **Telephone and Fax:**
The Company shall provide Telephone, Fax and other communication facilities at the residence of the Chairman and Managing Director.

CATEGORY C

Commission/Performance Bonus:

Such remuneration by way of commission/performance bonus not exceeding 5% of the Net profits of the Company for any corporate financial year in addition to salary and perquisites and allowances payable to Mr. H. B. Doshi, Chairman and Managing Director, as stated above and as may be determined by the Board of Directors of the Company at the end of each corporate financial year subject to the overall ceiling stipulated in sections 198, 309 and other applicable provisions of the Companies Act, 1956.

OTHER TERMS

- a. **Earned Leave:**
One month's leave with full pay and allowances for every 11 month's completed service. However, leave accumulated and not availed during his tenure as Chairman and Managing Director may be allowed to be encashed at the end of his tenure.
- b. **Reimbursement of Expenses:**
Reimbursement of Travelling, Entertainment and other expenses incurred by Mr. H. B. Doshi during the course of the business of the Company.
- c. **Sitting Fees:**
Mr. H. B. Doshi shall not be entitled to any sitting fees for attending the meetings of the Board or the committee of the Board.
- d. **Termination Clause:**
By giving six months notice on either side.

OTHER CONDITIONS:

1. **Overall remuneration.**
The aggregate of the salary, perquisites and commission in any corporate financial year shall not exceed the limits prescribed from time to time under sections 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act as may be in force from time to time.

2. Minimum Remuneration

In the event of loss or inadequacy of profits in any corporate financial year during the currency of tenure of service of Mr. H B Doshi, the payment of salary, perquisites, other allowances and the performance bonus/commission shall be governed by the limits prescribed under Section II, Part II of Schedule XIII of the Companies Act, 1956 as may be for the time being in force.

3. For all other terms and conditions not specifically stated above, the Rules and orders of the Company shall apply.

RESOLVED FURTHER THAT Mr. H. B. Doshi, Chairman and Managing Director, be entitled to be paid/reimbursed by the Company all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

RESOLVED FURTHER THAT the Company do execute a suitable agreement with Mr. H. B. Doshi, Chairman and Managing Director, incorporating the terms and conditions of his re-appointment along with the remuneration for the aforesaid period.

Notes:

1. **A member entitled to attend and vote at the Extra Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.**
2. An Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted at the meeting is annexed hereto.
3. A body corporate, being a member, shall be deemed to be personally present at the meeting, if represented in accordance with the provisions of Section 187 of the Companies Act, 1956.
4. For convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by the attendance slip, which is annexed to the Proxy Form. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the Meeting.
5. 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.
6. Members / Beneficial Owners are requested to quote their full name as per the Company's record, Folio No. / DP and Client ID Nos., as the case may be, in all correspondence with the Company.
7. Members who hold shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.

By Order of the Board of Directors

H. B. Doshi
Chairman & Managing Director

Place: Mumbai
Date: 13/02/2014

Registered Office
Ravalgaon - 423108, Taluka Malegaon,
District Nasik, Maharashtra, India

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

The present term of Mr. H. B. Doshi, Chairman and Managing Director has been for a period of three years with effect from January 16, 2011 till January 15, 2014. The said term of appointment and the remuneration have been approved by the Central Government pursuant to filing of Form No 25A by the Company on the Ministry's portal vide Challan bearing no. B13225198 dated 31st May 2011.

The Board has (based on the recommendation of the Remuneration Committee) at their meeting held on 13th February 2014, approved the remuneration payable to Mr. H. B. Doshi, Chairman and Managing Director, as enumerated in the resolution contained in this notice. The said remuneration and perquisites are in consonance with the provisions of the Companies Act, 1956. As per requirements of Schedule XIII and other applicable provisions of the Companies Act, 1956, for payment of proposed remuneration, the approval of the members by way of Special Resolution and of the Central Government is required. The necessary application is being made.

Additional information relevant to the said revision in the remuneration of Shri H. B. Doshi, Chairman and Managing Director, as per Schedule XIII to the Companies Act, 1956 and also as per the Clause 49 of the listing agreement.

1. General Information:

- i. Nature of Industry: The Company is in the manufacture of Sugar and Confectionery products.
- ii. Date or Expected date of commencement of commercial production: The Company was incorporated on February 08, 1933 and started commercial production of sugar in November 1933.
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- iv. Financial performance of the Company during the last five years (As per audited accounts):

| Particulars | (Rs. In Lacs) | | | | |
|-----------------------------------|--------------------------|-----------|-----------|-----------|-----------|
| | 2011-2012 (18 months) | 2010-2011 | 2009-2010 | 2008-2009 | 2007-2008 |
| Turnover | 11244.23 | 2923.88 | 6406.33 | 9853.08 | 7332.38 |
| Net Profit (as per section 349) | 705.74 | 1493.60 | 1469.61 | 547.93 | (458.82) |
| Net Profit as per Annual Accounts | (844.65) | 3.33 | 614.74 | 693.17 | 167.64 |
| Amount of Dividend paid | 3.40 | 51.00 | 51.00 | 51.00 | 34.00 |
| Rate of dividend declared | 10% | 150% | 150% | 150% | 100% |

- v. Export performance and foreign exchange earned: No such activity for the year ended 30th September 2012.
- vi. Foreign Investments or collaborations, if any: Not applicable

2. Information about the appointee

- i. Background and Details: Shri H. B. Doshi, age 58, is a Science Graduate. He has a wide experience in well known Indian companies in the field of Management, Accountancy, Law, Finance and Treasury across various industry segments like sugar, confectionery, machinery, storage systems, etc. Prior to joining the Company as the Chairman and Managing Director, Mr. H. B. Doshi was with Walchandnagar Industries and has a total experience of about 35 years. He is also the Chairman of Acrow India Limited since last 20 years.
- ii. Past Remuneration drawn by Mr. H. B. Doshi, Chairman and Managing Director

| Year (Audited) | Amount (Rs. in lacs) |
|-----------------------|----------------------|
| 2011-2012 (18 months) | 48.95 |
| 2010-2011 | 33.73 |
| 2009-2010 | 42.08 |

- Mr. H. B. Doshi has not drawn any remuneration from Acrow India Limited except the sitting fees for attending the meetings.

- iii. Recognitions, Awards and Achievements: Not Applicable
- iv. Job Profile and suitability: Shri H. B. Doshi has been Chairman and Managing Director of the Company for about 27 years. He is responsible for the overall management of the Company and has a very wide experience in the fields of Management, Accountancy, Law, Finance and Treasury across various industrial segments like sugar, confectionery, machinery, storage systems, etc. Mr. H. B. Doshi is responsible for the overall operations of the Company subject to superintendence of the Board of Directors.
- v. Remuneration Proposed: As mentioned earlier in the Explanatory Statement.
- vi. Comparative Remuneration profile with respect to industry, size of the company, profile and position of the person, the responsibilities shouldered by him and the industry benchmarks: Considering the inflationary trends and also the challenges in business in recent times, the remuneration proposed is fair and reasonable.
- vii. Pecuniary relationship, directly or indirectly, with the company or relationship with the managerial personnel, if any: Besides the remuneration proposed, Shri H. B. Doshi does not have any other pecuniary relationship with the Company or the managerial personnel. Mr. H. B. Doshi, however, will be entitled to get sitting fees for attending the meetings of Board of Directors of Acrow India Limited.

3. Other information

- i. Reasons for inadequate profits in the earlier years: The sugar industry is a highly regulated industry. Previously, the Company was required to stock large quantities of sugar (finished product), the saleable quantity of which was announced by the Govt. from time to time. In the present scenario, the government has released controls on the saleable quantity, however, raw material prices are still heavily influenced by government direction and finished good prices are depressed.
- ii. Steps taken by the Company to improve the performance: The Company is continuing its efforts to increase the sugar productivity by concentrating on vital areas like cane development, proper product mix etc. These efforts are expected to show favorable results. Efforts are also being made to increase margins in the confectionery division through increased distribution and better pricing of products.
- iii. Turnover and Profits.

| Particulars | (Rs. in Lacs) | |
|-----------------------------------|--|--|
| | Last Unaudited Results (12 months ended 30/09/2013) | Last Audited Results (18 months ended 30/09/2012) |
| Turnover | 2144.92 | 11244.23 |
| Other Income | 333.93 | 310.73 |
| Profit Before Tax | (991.70) | (882.26) |
| Profit after tax and deferred tax | (989.56) | (844.65) |

- iv. Additional information (other than that covered above) pursuant to clause 49 of the listing agreement with the Stock Exchange about the Chairman and Managing Director Shri H. B. Doshi who is seeking approval for re-appointment including the remuneration at the Extra Ordinary General Meeting

| Name of the Director | Expertise in the Specific Functional Areas | Directorship(s) held in other public companies (excluding foreign companies) | Membership/Chairmanships of Committees across public companies |
|----------------------|--|--|--|
| Shri H.B.Doshi | As mentioned above | Acrow India Limited Carina Finvest Limited | None |

- Shri H.B.Doshi holds 2070 shares in the Company.
- A copy of the draft agreement referred to in the accompanying Special Resolution is available for inspection by the members at the registered office of the Company between 10.00 AM to 12.30 Noon on all working days till the date of the Extra Ordinary General Meeting.

- The Explanatory statement together with the accompanying notice should be treated as an abstract of the terms of the agreement and Memorandum of concern or interest under section 302 of the Companies Act, 1956.
- The Special Resolution is recommended by the Board for approval of the Members.
- Shri H. B. Doshi is concerned or interested in the resolution.
- No other Director except Mr. Nihal H Doshi is concerned or interested in the resolution.

Registered Office:

P O Ravalgaon – 423108
Taluka Malegaon,
Dist Nasik, Maharashtra

The Ravalgaon Sugar Farm Limited

Regd. Office: Ravalgaon 423 108. Taluka Malegaon, District Nashik, Maharashtra.

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING on Thursday, 3rd April 2014

Folio No./DP ID & Client ID No. _____

NAME OF THE SHAREHOLDER:

Shri/Smt _____

I am a registered shareholder/proxy for the registered shareholder of the Company.

I, hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held at Krida Mandal Hall, Ravalgaon 423 108, Taluka Malegaon, District Nashik, Maharashtra on Thursday, 3rd April 2014 at 10.30 AM

Proxy's Name _____
(in BLOCK Letters)

Member's / Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE MEETING HALL.

The Ravalgaon Sugar Farm Limited

Regd. Office: Ravalgaon 423 108. Taluka Malegaon, District Nashik, Maharashtra.

FORM OF PROXY

I/We _____

of _____ in the district of _____

being a Member / Members of the above named Company hereby appoint _____

_____ in the district of _____

or failing him _____

_____ in the district of _____

or failing him _____

_____ in the district of _____

as my/our Proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting at the Company to be held on 3rd April 2014 at 10.30 AM and at any adjournment thereof.

Signed this _____ day of _____ 2014

Affix One
Rupee
Revenue
Stamp

Note:

- i. The Form should be signed across the stamp as per specimen signature registered with the Company
- ii. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the time for holding the Meeting. A Proxy need not be a member of the Company.