

## Notice

**NOTICE** is hereby given that the Eighteenth Annual General Meeting of Shree Renuka Sugars Limited will be held on Friday, September 26, 2014 at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belgaum – 590 006 at 11:30 a.m. to transact the following business.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Vidya Murkumbi (holding DIN 00007588), who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants (Firm Registration No. 004982S), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

### SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sanjay Asher (holding DIN 00008221), Director in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from April 01, 2014 upto March 31, 2019, and whose office shall not be liable to retire by rotation"

5. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. K. Tuteja (holding DIN 00594076), Director in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from April 01, 2014 upto March 31, 2019, and whose office shall not be liable to retire by rotation"

6. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Hrishikesh Parandekar (holding DIN 01224244), Director in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five consecutive years from April 01, 2014 upto March 31, 2019, and whose office shall not be liable to retire by rotation"

7. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Robert Taylor (holding DIN 00010681), Director in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 year from April 01, 2014 upto March 31, 2015, and whose office shall not be liable to retire by rotation"

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government and all such other approvals as may be required, consent of the members be and is hereby accorded to the re-appointment of Mrs. Vidya Murkumbi (holding DIN 00007588) as Whole-time Director designated as 'Executive Chairperson' of the Company for a further period of 3 years with effect from April 01, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting with the liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration/Compensation Committee of the Board) to revise, amend, alter and vary the terms and conditions of re-appointment and / or remuneration in such manner as may be permitted in accordance with the provisions of the Act and Schedule V or any statutory modification(s) or re-enactment(s) thereof and as may be agreed to by and between the Board and Mrs. Vidya Murkumbi.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial

year during the term of office of Mrs. Vidya Murkumbi as Executive Chairperson, she shall be paid remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration subject to the approval of the Central Government.

RESOLVED FURTHER THAT in the event of the Central Government providing its approval subject to any modification(s) / alteration(s), the remuneration of Mrs. Vidya Murkumbi shall be such as may be approved by the Central Government. However, in the event of the Central Government not providing its approval, Mrs. Murkumbi shall be entitled to receive such amount as minimum remuneration as is permissible under Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors 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."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government and all such other approvals as may be required, consent of the members be and is hereby accorded to the re-appointment of Mr. Vijendra Singh (holding DIN 03537522) as Whole-time Director designated as 'President – Sugar Mills' of the Company for a further period of 3 years with effect from May 10, 2014, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting with the liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include Nomination and Remuneration/Compensation Committee of the Board) to revise, amend, alter and vary the terms and conditions of re-appointment and / or remuneration in such manner as may be permitted in accordance with the provisions of the Act and Schedule V or any statutory modification(s) or re-enactment(s) thereof and as may be agreed to by and between the Board and Mr. Vijendra Singh.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Vijendra Singh as Whole-time Director, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration subject to the approval of the Central Government.

RESOLVED FURTHER THAT in the event of the Central Government providing its approval subject to any modification(s) / alteration(s), the remuneration of Mr. Vijendra Singh shall be such as may be approved by the Central Government. However, in the event of the Central Government not providing its approval, Mr. Singh shall be entitled to receive such amount as minimum remuneration as is permissible under Section II of Part II of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors 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."

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

"RESOLVED THAT in supersession of the earlier resolution passed at the 14th Annual General Meeting of the members of the Company held on March 04, 2010, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act")(corresponding to Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial Institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, over or in any respect of all, or any of the Company's assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so however that the total amount upto which money may be borrowed by the Board under this resolution, outstanding at any one time shall not exceed, in the aggregate, the sum of Rs. 4,800 Crores (Rupees Four Thousand Eight Hundred Crores Only) and/or in equivalent foreign currency.

RESOLVED FURTHER THAT the Board be and is hereby authorised, to do all such acts, deeds, matters and things as may be necessary, expedient and usual to implement this resolution"

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to all such approvals as may be required, consent of the members 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 thereof), to make offer(s), invitation(s) to subscribe and issue Redeemable Non-Convertible Debentures (NCDs), Bonds, Commercial Papers or any other Debt Securities in one or more series/tranches, aggregating up to Rs. 800 Crores (Rupees Eight Hundred Crores only), during the period

commencing from the date of this meeting upto September 25, 2015, to the Qualified Institutional Buyers, Foreign Institutional Investors, Banks, Financial Institutions, Mutual funds, Provident and Gratuity funds, Body Corporates and such other entities/persons eligible to subscribe the securities on private placement, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs or other debt securities be issued, rate of interest to be charged, tenure and security cover to be given, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds documents instruments and writing as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s) and / or officer(s) of the Company, to give effect to the resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Revised Clause 49(VII) of the Equity Listing Agreement and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members 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 / or coal 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 (Rs. in Million)
1)	Adani Wilmar Limited	Entity & Company are joint ventures of the same third party, Wilmar Group	Purchase/sale of sugar/coal	17,000
2)	Wilmar Sugar Pte. Ltd.	Entity & Company is subsidiary/ joint venture of the same third party, Wilmar Group	Purchase/sale of sugar	21,500

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things 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."

**13. To consider and if thought fit, to pass, with or without modification(s), 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 Rs. 4,00,000/- (Rupees Four Lakhs only) (plus service 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 April 01, 2014 to March 31, 2015, 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."

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

Place: **Mumbai**  
Date: **August 13, 2014**

**D V Iyer**  
Company Secretary

**Regd. Office:**  
B.C. 105, Havelock Road,  
Camp, Belgaum – 590 001

**NOTES**

- 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.** A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.  
The proxy form duly completed and signed, should be lodged with the Company, at its Registered Office at least 48 hours before the time of the meeting.
- 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 relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business under item Nos. 4 to 13 are annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 22, 2014 to Friday, September 26, 2014 (both days inclusive).
- 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.

6. 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.
7. As required under Clause 49 IV(G) of the Listing Agreement, the relevant information in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting is provided in the Report on Corporate Governance forming part of the Annual Report.
8. 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 Agents of the Company viz. Karvy Computershare Pvt. Ltd. ("KARVY").
9. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
10. 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.
11. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956 as amended and rules thereof, dividend which remains unpaid or unclaimed for a period of 7(seven) years should be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company has transferred the unpaid/ unclaimed dividend for the financial year 2005-06 to IEPF. Members who have not encashed their dividend warrant(s) for earlier years are requested to make their claim by specifying their Folio No./DP ID and Client ID to the Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad-500 081, e-mail: einward.ris@karvy.com.  
Unpaid/ Unclaimed dividend for the financial year 2006-07, must be claimed on or before February 09, 2015, as amount remaining unclaimed after the said date, would be transferred to IEPF within a period of 30 days from thereof.
12. 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.
13. **E-Voting**  
The Company is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice.  
The Company has appointed Mr. Gururaj Mutalik, Advocate as the Scrutinizer for conducting the 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 August 22, 2014, being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.  
The instructions for E-Voting are as under:
  - i. Launch internet browser by typing the URL for e-voting: <https://evoting.karvy.com/>
  - ii. Enter the login credentials i.e. user id and password as communicated to you. In case you are receiving this Notice through email, then the details are as provided in the email. In case, you are receiving this Notice in physical form, then the details are provided as part of the Postal Ballot Form.
  - iii. After entering the details appropriately, click on LOGIN.
  - iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and 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 EVENT i.e., Shree Renuka Sugars Limited.
  - vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
  - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.
  - ix. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
  - x. 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to [gururajmutalik@gmail.com](mailto:gururajmutalik@gmail.com).
  - xi. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
  - xii. The Portal will remain open for voting from 10.00 a.m. on September 20, 2014 to 6.00 p.m. on September 22, 2014 (both days inclusive).
  - xiii. In case you wish to vote by way of physical Postal Ballot Form (instead of E-voting), please download the Postal Ballot Form from the link <https://evoting.karvy.com/> or from the website of the Company [www.renukasugars.com](http://www.renukasugars.com) or you may request for the same from Company's Registrar & Share Transfer Agents viz. Karvy Computershare Private Limited.
  - xiv. 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 <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040- 44655000 or at 1800 345 4001 (toll free).

- v. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
  - vi. The results of the e-voting will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
14. In terms of Clause 35B of the Listing Agreement, those shareholders, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form sent along with this AGM Notice so as to reach the Scrutinizer at the address, Mr. Gururaj Mutalik, C/o. Shree Renuka Sugars Limited, BC 105, Havelock Road, Camp, Belgaum 590 001 on or before September 22, 2014. Any Ballot Form received after this date will be treated as if the reply from the shareholder has not been received.

#### **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

The following explanatory statement sets out all material facts relating to the business under items 4 to 13 mentioned in the accompanying notice of the Eighteenth Annual General Meeting ("AGM") to be held on Friday, September 26, 2014.

#### **Item Nos. 4 to 7**

The Company had appointed Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor as Non-Executive Directors and were considered as Independent Directors pursuant to Clause 49 of the Listing Agreement.

As per the provisions of Section 149(4) of the Companies Act, 2013 ("the Act"), which came into force with effect from April 01, 2014, every listed company is required to have at least one-third of the total number of directors as Independent Directors. However, pursuant to Clause 49 of the Listing Agreement, a Company having a Chairperson as Executive Director, shall have at least half of the Board as Independent Directors, which is more stringent than Section 149(4) of the Act. The Company is already in compliance with the more stringent requirements. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

It is proposed to appoint Mr. Sanjay Asher, Mr. S. K. Tuteja and Mr. Hrishikesh Parandekar, to hold office for a period of 5 (five) consecutive years from April 01, 2014 upto March 31, 2019, and Mr. Robert Taylor to hold office for a period for 1 (one) year from April 01, 2014 upto March 31, 2015, as Independent Directors of the Company. Further, Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from the members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor for the office of Directors of the Company. The Company has also received declarations from Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor that they meet with the criteria of independence as prescribed both under sub-section (6) of Section

149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement and are also independent of the management.

Brief resume of Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Board considers that their continued association with the Company to be of immense benefit and it is desirable to continue to avail their expertise and services as Independent Directors.

Copy of the draft letters for respective appointments of Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor are interested in the resolutions set out respectively at Item Nos. 4 to 7 of the Notice with regard to their respective appointments.

The relatives of Mr. Sanjay Asher, Mr. S. K. Tuteja, Mr. Hrishikesh Parandekar and Mr. Robert Taylor may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 to 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, "financially or otherwise", in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 to 7 of the Notice for approval by the shareholders.

#### **Item No. 8**

The members of the Company had at the 14<sup>th</sup> Annual General Meeting (AGM) held on March 04, 2010 approved reappointment of Mrs. Vidya Murkumbi as Whole-time Director designated as Executive Chairperson of the Company for a period of five years w.e.f. April 01, 2009 including the terms of remuneration. However, due to inadequacy of profits during Financial Year 2013-14, the remuneration payable to Mrs. Vidya Murkumbi was in excess of the limits prescribed under erstwhile Schedule XIII read with relevant provisions of Companies Act, 1956. Accordingly, the shareholders approval was sought for the payment of existing/same remuneration to Mrs. Vidya Murkumbi as per the terms and conditions approved by the members at the 14<sup>th</sup> AGM of the Company as minimum remuneration for the period from April 1, 2013 till completion of her term on March 31, 2014, by way of passing special resolution through Postal Ballot on April 07, 2014 and subsequently the Company had applied to the Central Government for the approval of the said remuneration.

Considering the adverse business conditions, performance, increased role and responsibilities, experience, rich knowledge, leadership capabilities and entrepreneurship skills of Mrs. Vidya Murkumbi,

the Board of Directors of the Company upon the recommendation of Nomination and Remuneration/Compensation Committee have, subject to the approval of shareholders and Central Government, re-appointed Mrs. Vidya Murkumbi as Whole-time Director designated as 'Executive Chairperson' for a further period of three years with effect from April 01, 2014 on the following terms and conditions including remuneration:

**Term of Office:**

Three years with effect from April 1, 2014

**Salary, Perquisites and Allowances:**

**A. Salary:**

Rs. 10,50,000/- (Rupees Ten Lakhs Fifty Thousand only) per month with such accelerated increments as may be decided from time to time by the Board of Directors / Nomination and Remuneration/Compensation Committee of the Company at its absolute discretion but not exceeding Rs 15,50,000/- (Rupees Fifteen Lakhs Fifty Thousand only) per month during the period of office. However, she shall not be paid sitting fees for attending the meetings of the Board or Committees thereof.

**B. Commission:**

Payable for each financial year up to 1% of net profits of the Company for that financial year as may be decided by the Board of Directors / Nomination and Remuneration /Compensation Committee from time to time. The amount of Commission shall be payable after the annual accounts are approved by the Board of Directors and adopted by the shareholders.

**C. Perquisites:**

- i. House Rent Allowance or furnished residential accommodation in lieu thereof, Conveyance & Medical Insurance as per the rules of the Company.
- ii. Contribution to Provident Fund to the extent this is not taxable under the Income Tax Act, 1961.
- iii. Gratuity payable at the rate not exceeding half month's salary for each completed year of service.
- iv. Leave with full pay or encashment thereof as per the rules of the Company. Encashment of the unavailed leave being allowed at the end of the tenure.
- v. Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for herself and immediate family and in case any medical treatment abroad the traveling boarding and lodging expenses for patient and attendant is also payable.
- vi. Reimbursement of actual traveling expenses for proceeding on leave from Belgaum / Mumbai to any place in India / abroad and return therefrom once in a year in respect of herself and family.
- vii. Free furnished residential accommodation with gas, electricity, water and furnishings and other amenities.
- viii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- ix. Fees for upto two clubs membership for corporate purposes including joining fees and lifetime fees.

- x. Personal accident insurance policy in accordance with the scheme applicable to senior employees of the Company.
- xi. Free use of Company's car for Company's work as well as for personal purposes along with driver.
- xii. Free Telephone, telex and other communication facilities at the residence including Mobile to be used for the business of the Company.
- xiii. Other Perquisites: Subject to the ceiling on remuneration as mentioned herein below, Mrs. Murkumbi may be given such other allowance, perquisite, benefits as the Board or Nomination and Remuneration/Compensation Committee thereof may determine from time to time. The nomenclature of allowance/reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

**D. Evaluation of perquisites:**

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in absence of any such rule perquisites shall be evaluated at actual cost.

**E. Minimum Remuneration:**

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration as mentioned herein above shall not be reduced but shall be payable subject to the approval of the Central Government. In the event of the Central Government providing its approval subject to any modification(s)/alteration(s), the remuneration of Mrs. Vidya Murkumbi shall be such as may be approved by the Central Government. However, in the event of the Central Government not providing its approval, Mrs. Murkumbi shall be entitled to receive such amount as minimum remuneration as is permissible under Section II of Part II of Schedule V to the Companies Act, 2013 ("the Act").

**General terms and conditions:**

The Executive Chairperson shall be reimbursed all expenses including travelling, communication and entertainment incurred by her in connection with the Company's business.

The Executive Chairperson re-appointed as a Director immediately on retirement by rotation shall continue to hold her office of Executive Chairperson and such re-appointment as such shall not be deemed to constitute a break in her appointment as Executive Chairperson.

Mrs. Vidya Murkumbi, being eligible, offers herself for re-appointment.

Further, the Company during the 1st quarter ended June 30, 2014, has incurred a net loss of Rs. 806 Million and accordingly, the payment of remuneration to Mrs. Vidya Murkumbi is subject to the approval of the shareholders by way of passing special resolution and subject to the approval of the Central Government, as required pursuant to the provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the of the Act, for a period not exceeding 3 years. The statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No.8 is annexed hereto as Annexure.

In compliance with the provisions of Section 196, 197 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 and subject to the approval of the Central Government, the re-appointment and terms of remuneration of Mrs. Vidya Murkumbi as Whole-time Director designated as 'Executive Chairperson' as specified above are now being placed before the Members for their

approval.

The Board recommends the Resolution at Item No.8 of the Notice for approval of the Members by way of a Special Resolution.

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 set out at Item No. 8 other than Mrs. Vidya Murkumbi and Mr. Narendra Murkumbi and their relatives.

#### **Item No. 9**

The members of the Company had at the 16<sup>th</sup> Annual General Meeting (AGM) held on July 27, 2012 approved appointment of Mr. Vijendra Singh as Whole-time Director designated as 'President (Sugar Mills)' of the Company for a period of three years with effect from May 10, 2011 including the terms of remuneration. However, due to inadequacy of profits during Financial Year 2013-14, the remuneration payable to Mr. Vijendra Singh was in excess of the limits prescribed under erstwhile Schedule XIII read with relevant provisions of Companies Act, 1956. Accordingly, the shareholders approval was sought for the payment of existing/same remuneration to Mr. Vijendra Singh as per the terms and conditions approved by the members at the 16<sup>th</sup> AGM of the Company as minimum remuneration for the period from April 01, 2013 till completion of his term on May 9, 2014, by way of passing special resolution through Postal Ballot on April 07, 2014.

Considering the adverse business conditions, performance, increased role and responsibilities, experience, rich knowledge and leadership capabilities of Mr. Vijendra Singh, the Board of Directors of the Company upon the recommendation of Nomination and Remuneration/Compensation Committee have, subject to the approval of shareholders and Central Government, re-appointed Mr. Vijendra Singh as Whole-time Director designated as 'President (Sugar Mills)' for a further period of three years with effect from May 10, 2014 on the following terms and conditions including remuneration:

#### **Term of Office:**

Three years with effect from May 10, 2014

#### **Salary, Perquisites and Allowances:**

##### **A. Salary:**

Rs. 4,32,044/- (Rupees Four Lakhs Thirty Two Thousand Forty Four only) per month with such accelerated increments as may be decided from time to time by the Board of Directors / Nomination and Remuneration/Compensation Committee of the Company at its absolute discretion but not exceeding Rs. 6,60,000/- (Rupees Six Lakhs Sixty Thousand only) per month during the period of office. He shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

##### **B. Special Allowance:**

Rs. 3,51,585/- (Rupees Three Lakhs Fifty One Thousand Five Hundred and Eighty Five Only) per month with such accelerated increments as may be decided from time to time by the Board of Directors / Nomination and Remuneration /Compensation Committee of the Company at its absolute discretion but not exceeding Rs. 5,40,000/- (Rupees Five Lakhs Forty Thousand only) per month during the period of office.

##### **C. Perquisites:**

- i) House Rent Allowance or furnished residential accommodation in lieu thereof, Conveyance, Leave Travel Allowance, Medical Allowance & Medical Insurance as per the rules of the Company.
- ii) Contribution to Provident Fund to the extent not taxable under the Income Tax Act, 1961.
- iii) Gratuity at the rate of half a month's salary for each completed year of service.
- iv) Leave with full pay or encashment thereof as per the Rules of the Company. Encashment of the unavailed leave being allowed at the end of the tenure.
- v) Free use of Company's car for Company's work as well as for personal purposes along with driver.
- vi) Free Telephone, Telefax and other communication facilities at residence including Mobile to be used for the business of the Company.
- vii) Reimbursement of actual traveling expenses for proceeding on leave from Mumbai to any place in India and return therefrom once in a year in respect of himself and family.
- viii) Performance based incentive not exceeding Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum.
- ix) Other Perquisites: Subject to the ceiling on remuneration as mentioned herein below, Mr. Vijendra Singh may be given such other allowance, perquisite, benefits as the Board or Nomination and Remuneration/Compensation Committee thereof may determine from time to time. The nomenclature of allowance/reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

##### **D. Evaluation of perquisites:**

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

##### **E. Minimum Remuneration:**

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration as mentioned herein above shall not be reduced but shall be payable subject to the approval of the Central Government. In the event of the Central Government providing its approval subject to any modification(s)/alteration(s), the remuneration of Mr. Vijendra Singh shall be such as may be approved by the Central Government. However, in the event of the Central Government not providing its approval, Mr. Singh shall be entitled to receive such amount as minimum remuneration as is permissible under Section II of Part II of Schedule V to the Companies Act, 2013 ("the Act").

General terms and conditions:

The Whole-time Director shall be reimbursed all expenses including traveling, communication and entertainment incurred by him in connection with the Company's business.

The Whole-time Director re-appointed as a Director immediately on retirement by rotation shall continue to hold his office of Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Whole-time Director, notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, the Whole-time Director shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

The Whole-time Director ceases to be Director of the Company, he also ceases to be the Whole-time Director irrespective of the approval if any to his appointment as Whole-time Director by the Central Government.

Mr. Vijendra Singh, being eligible, offers himself for re-appointment.

Further, the Company during the 1st quarter ended June 30, 2014, has incurred a net loss of Rs. 806 Million and accordingly, the payment of remuneration to Mr. Vijendra Singh is subject to the approval of the shareholders by way of passing special resolution and subject to the approval of the Central Government, as required pursuant to the provisions of Section 197 read with Schedule V and all other applicable provisions, if any, of the Act, for a period not exceeding 3 years. The statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No.9 is annexed hereto as Annexure.

In compliance with the provisions of Section 196, 197 and other applicable provisions, if any, read with Schedule V to the Act and subject to the approval of the Central Government, the re-appointment and terms of remuneration of Mr. Vijendra Singh as Whole-time Director designated as 'President – Sugar Mills' as specified above are now being placed before the Members for their approval.

The Board recommends the Resolution at Item No.9 of the Notice for approval of the Members by way of a Special Resolution.

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 set out at Item No. 9 other than Mr. Vijendra Singh.

#### **Item No. 10**

The Members of the Company, at their 14th Annual General Meeting held on March 04, 2010 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 4,800 Crores (Rupees Four Thousand Eight Hundred Crores).

However, after the applicability of the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") with effect from September 12, 2013, a company can borrow monies exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of a Special Resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions, if any, of the Act, as set out at Item No. 10 of the Notice, to enable the Board

of Directors to borrow money upto Rs. 4,800 Crores (Rupees Four Thousand Eight Hundred Crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, "financially or otherwise", in the resolution set out at Item No. 10.

The Board recommends the Resolution at Item No.10 of the Notice for approval of the Members by way of a Special Resolution.

#### **Item No. 11**

Pursuant to the provision of Section 42 and any other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company by a Special Resolution for each of the offers or invitations. Further, the sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, *inter alia*, the capital expenditure and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, bonds, commercial papers or any other Debt securities in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 11 of the Notice. 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 set out at Item No. 11 of the Notice.

The Board recommends the Resolution set out at Item No. 11 of the Notice for approval of the members by way of a Special Resolution.

#### **Item No. 12**

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 as defined under Section 2(76) of the Act and Revised Clause 49 (VII) of the Equity Listing Agreement, 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. 12 are at arm's length and in the ordinary course of business of the Company. The Ministry of Corporate Affairs has vide its General Circular No. 30/2014 dated July 17, 2014 clarified that contracts entered into by companies, after making necessary compliances under Section 297 of the Companies Act, 1956, which already came into effect before the commencement of Section 188 of the Act, i.e. April 01, 2014, will not require fresh approval under Section 188 till the expiry of the original term of such contracts, except where any modification in such contract is made on or before April 01, 2014. However, as per the Securities and Exchange Board of India (SEBI) circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 vide Revised Clause 49(VII) of the Equity Listing Agreement, effective October 01, 2014,



SEBI has prescribed that all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through special resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds five percent of the annual turnover or twenty percent of the net worth of the company, as per the last audited financial statements of the company, whichever is higher.

The Company proposes to enter into transaction with related parties as provided in Resolution at Item No. 12, from time to time, at the agreed terms of the transactions between the parties and the Audit Committee has approved the said related party transactions which were placed before it in its meeting 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. Members' approval is sought under the relevant provisions of the Act as an abundant caution. Further, the said transactions may qualify as material transactions under Revised Clause 49 of the Equity Listing Agreement. Accordingly, the members' approval is sought for the same.

Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

1. Name of the Related Party and relationship : As mentioned in the resolution
2. Name of the Directors / Key Managerial Personnel who is related, if any : Except to the extent of their shareholding interest, if any, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, "financially or otherwise", in this resolution.
3. Monetary Value : As mentioned in the resolution
4. Nature, material terms and particulars of the arrangement :
  - The price of the sugar contract will be as per AAs (Against Actuals) / SEOs (Seller Executable Orders), which are posted on the Euronext LIFFE Exchange (futures contract no. 407) on a particular day at a particular price (which has to be within the range of the exchange price between the date of contract and date of pricing, but usually it is within the range of the exchange price on the day of pricing);
  - For export and import contracts, the price shall be in USD Per Metric Ton. For the ex-mill contracts with Adani Wilmar, the USD: INR exchange rate is determined as per the hedged rate between both the parties;
  - As of now, all our export contracts are on FOB basis. Hence, physical premium as per the contract is added to the above determined exchange price. In case of ex-mill purchase contracts, the logistics and handling costs are added to the INR equivalent of the CFR (Cost and Freight) price;
  - Commercial terms are usually as per standard contracts. From contract to contract, the terms that change are shipment period, price, packing (in case 25 kg or 1 MT options provided), quantity, delivery (break-bulk / containers) and quality (usually white refined sugar, but can also be white crystal sugar). All other terms are as per the standard agreed format between the respective buyers.
5. Any other information relevant or important for the Members to make a decision on the proposed transaction : None

The Directors recommend the Resolution as stated at Item No. 12 of the Notice for approval of the Members by way of a Special Resolution.

**Item No. 13**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) (plus service tax and out-of-pocket expenses, if any,) to M/s B. M. Sharma & Co., Cost Accountants as Cost Auditors subject to the approval of Members to conduct the audit of the cost records of the Company for the financial year April 01, 2014 to March 31, 2015.

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. 13 of the Notice.

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 set out at Item No. 13 of the Notice. The Board of Directors recommends passing of the Resolution as set out in Item No.13 of the accompanying Notice.

## Annexure

### STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 WITH REFERENCE TO THE RESOLUTIONS AT ITEM NOS. 8 & 9 OF THE NOTICE FOR THE AGM OF SHREE RENUKA SUGARS LIMITED IS AS UNDER:

#### General Information:

1. Nature of Industry: Manufacturing, producing of Sugar, Power and Ethanol.
2. Date of commencement of commercial activities: Crushing season 1998-99.
3. In case of new companies expected date of commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus: Not applicable.
4. Financial performance based on given indicators:

Rs. in million

Sr. No.	Particulars	Un-audited figures for 3 months period ended 30.06.2014	Audited figures for the year ended 31.03.2014	Audited figures for the year ended 31.03.2013	Audited figures for 18 months period ended 31.03.2012
1.	Total Revenue	11,600	65,771	64,104	63,632
2.	Profit/(Loss) before tax	(1,222)	(6,208)	759	1,350
3.	Net Profit/(Loss)	(806)	(4,661)	518	841
4.	Paid up share capital	929	671	671	671
5.	Reserves & Surplus	16,647	12,686	17,259	17,134

5. Foreign Investments or Collaborations, if any: Investments in Overseas Companies as on June 30, 2014 is Rs. 18,240.34 Million. There is no foreign Collaborations

#### Information about the appointee:

##### ➤ **Mrs. Vidya Murkumbi**

1. Background details: Mrs. Vidya Murkumbi is a graduate in Chemistry and spent 24 years in the trading business. She was initially involved in trading and distribution of various TATA and Parle products. Subsequently, she moved into manufacturing and marketing business by venturing into agro processing and chemical formulation business. She is the Promoter Director of the Company.
2. Past Remuneration: Basic Salary Rs. 10,50,000/- per month and perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company.
3. Recognition or awards: Conferred with Doctorate Degree by Karnataka State Bijapur Women's University.
4. Job Profile and her Suitability: The Executive Chairperson is in-charge of overall operations of the Company with substantial powers of management and general conduct, except in the matters which may be specifically required to be done by the Board either by the Act or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company. Mrs. Vidya Murkumbi is also in-charge of all the plants of the Company located at different states of the country. She looks after efficient running of all the plants, planning, control, expansion, sugarcane development activities, timely completion of the project and general administration of the factory, including labour and other related issues. Under her leadership, the Company has grown from being a local player to become one of the largest sugar companies in the world. Payment of above mentioned remuneration to Mrs. Vidya Murkumbi is considered suitable, considering her qualifications, expert knowledge and her rich experience in the sugar industry.
5. Remuneration proposed: As detailed in the Explanatory Statement.
6. Comparative remuneration profile: Remuneration is proposed taking into account trend in the industry, appointee's qualification, experience, past assignments and past remuneration.
7. Pecuniary Relationship: Mrs. Vidya Murkumbi is a Promoter Director, holding 1,228,800 equity shares of Re.1/- each representing 0.13% of the paid-up capital of the Company. She receives lease rent in connection with the properties situated at BC 105 and BC 109, Belgaum given on lease basis to the Company where the Company's Registered Office and Project office are situated. Apart from receiving remuneration and lease rent as mentioned hereinabove and dividend on the shares held, she does not receive any other benefits from the Company. The appointee is related to Mr. Narendra Murkumbi, Vice Chairman and Managing Director and promoter of the Company.

##### ➤ **Mr. Vijendra Singh**

1. Background details: Mr. Vijendra Singh is a Bachelor of Science from Meerut University and has done his Post Graduation in Sugar Technology from the National Sugar Institute. He has rich and varied experience in agro processing industry and his area of expertise includes Planning System Development, Process Simplification, Quality Assurance Management, Project Cycle Management, Cost Control Strategies, Workflow Planning and Manpower Management.

2. Past Remuneration: Basic Salary Rs. 3,51,585/- per month and perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company.
3. Recognition or awards: NIL.
4. Job Profile and his Suitability: Mr. Vijendra Singh is responsible and is in-charge of all the plants and units of the Company located at different parts of the country. He is also responsible for the Power and Ethanol Sales business of the Company. He played key roles in the implementation of various projects in India as well as outside India. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.  
He is having substantial powers of management and general conduct, except in the matters which may be specifically required to be done by the Board either by the Act or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company.
5. Remuneration proposed: As detailed in the Explanatory Statement.
6. Comparative remuneration profile: Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Vijendra Singh is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7. Pecuniary Relationship: Except remuneration as mentioned above, Mr. Vijendra Singh does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company.

**Other Information:**

1. Reasons for loss or inadequate profits: During the 3 months period ended June 30, 2014 the Company has incurred net loss of Rs. 806 Million due to surplus availability of sugar, lower realisations coupled with relatively lower sugar recoveries and higher cane prices which severely impacted the sugar margins of the Company.
2. Steps taken or proposed to be taken for improvement: The Company has issued and allotted 257,491,592 equity shares to M/s. Wilmar Sugar Holdings Pte. Ltd., a wholly owned subsidiary of Wilmar International Ltd., situated at Singapore, on preferential basis @ Rs. 20.08 aggregating to Rs. 5170.43 Million and further, the Company is also in the process of issuing shares on right basis to existing shareholders of the Company. This will help and enable the Company to repay its existing debt and strengthen its financial position and provide a strong platform for its growth.
3. Expected increase in productivity and profits in measurable terms: The Company is planning to make full utilization of the installed capacities for increasing its productivity. It has also taken active steps to reduce the cost of production and financial expenses and to increase the recovery on sugar in the coming year thereby increasing the profits of the Company. However, no estimates have been made by the Company in this regard.

**Disclosures:**

The following disclosures mentioned in the Board of Director's report under the heading "Corporate Governance Report" of the Company:

1. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;
2. Details of fixed component and performance linked incentives along with the performance criteria;
3. Service contracts, notice period, severance fees;
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

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

Place: Mumbai  
Date: August 13, 2014

**D V Iyer**  
Company Secretary

**Regd. Office:**  
B.C. 105, Havelock Road,  
Camp, Belgaum – 590 001



**Shree Renuka Sugars Limited**

**Registered Office :** BC 105, Havelock Road, Camp, Belgaum - 590 001.  
**Tel:** 0831-2404000 | **Fax:** 0831-2404961 | **website:** www.renukasugars.com  
**Corporate Identification No.:** L01542KA1995PLC019046

**Ballot Form**

(To be returned to the Scrutinizer appointed by the Company)

1. Name and Registered Address of the sole / first named Shareholder :
3. Name(s) of the Joint Shareholder(s) if any :
3. Registered Folio Number/ DP ID No. /Client ID No. :
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the Eighteenth Annual General Meeting of the Members of the Company, to be held on Friday, 26<sup>th</sup> September, 2014 at 11.30 a.m. at Maratha Mandir Hall (Near Railway Over Bridge) Khanapur Road, Belgaum 590006 in respect of the businesses as stated in the Notice dated 13<sup>th</sup> August, 2014 by conveying my/our assent or dissent to the said resolutions by placing the tick mark (X) at the appropriate column below:

Resolution No.	Resolution	No. of Equity Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<b>Ordinary Business:</b>				
1.	Consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.			
2.	Re-appointment of Mrs. Vidya M Murkumbi, who retires by rotation and, being eligible, offers herself for re-appointment.			
3.	Re-appointment of M/s Ashok Kumar, Prabhashankar & Co., Chartered Accountants, as Statutory Auditors of the Company.			
<b>Special Business:</b>				
4.	Appointment of Mr. Sanjay Asher as an Independent Director of the Company.			
5.	Appointment of Mr. S. K. Tuteja as an Independent Director of the Company.			
6.	Appointment of Mr. Hrishikesh Parandekar as an Independent Director of the Company.			
7.	Appointment of Mr. Robert Taylor as an Independent Director of the Company.			
8.	Re-appointment of Mrs. Vidya Murkumbi as a Whole-time Director of the Company.			
9.	Re-appointment of Mr. Vijendra Singh as a Whole-time Director of the Company.			
10.	Approval of borrowing limits of the Company.			
11.	Approval of offer or invitation to subscribe to Non-Convertible Debentures and/or other debt securities on a private placement basis.			
12.	Approval of Related Party Transactions.			
13.	Ratification of the remuneration payable to M/s. B M Sharma & Co, Cost Auditors of the Company for the financial year ending 31st March, 2015.			

Place:

Date:

E-mail address: \_\_\_\_\_

(To be provided by the Member(s) holding equity shares in physical form.)

\_\_\_\_\_  
Signature of the Member

**Note: Please read the instructions given overleaf and the Notes to the Notice dated 13<sup>th</sup> August, 2014, carefully before you exercise your vote.**

#### INSTRUCTIONS FOR FILLING BALLOT FORM

- i) A member desiring to exercise vote by ballot may complete this Ballot Form and send it to the Scrutinizer in an envelope on the following address: Shree Renuka Sugars Limited, BC 105, Havelock Road, Camp, Belgaum – 590001. Postage charges will be at the expense of the Member desiring to vote by Ballot Form process.
- ii) This Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named member.
- iii) Duly completed Ballot Form should reach the Scrutinizer on or before the close of working hours on 22nd September, 2014. All Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- iv) There will be only one Ballot Form for every folio irrespective of the number of joint holder(s). Ballot cannot be exercised by a proxy.
- v) In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified/attested by authorized signatory (ies).
- vi) Members are requested not to send any other paper along with the Ballot Form in the envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- vii) A shareholder need not use all the votes nor needs to cast all the votes in the same way. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on 22<sup>nd</sup> August, 2014.
- viii) Incomplete, Unsigned Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Ballot will be final and binding on the concerned member and the Company.
- ix) The Company is also offering e-voting facility as an alternate, for all its members to enable them to cast their votes electronically instead of using the Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Notice dated 13th August, 2014 convening the Eighteenth Annual General Meeting of the Members of the company.
- x) **This Ballot Form is provided for the benefit of members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.**
- xi) **A member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done by Post will be treated as invalid.**



### Shree Renuka Sugars Limited

Registered Office: BC 105, Havelock Road, Cantonment, Belgaum - 590 001.  
Tel: 0831-2404000 | Fax: 0831-2404961 | website: www.renukasugars.com  
Corporate Identification No.: L01542KA1995PLC019046

#### ATTENDANCE SLIP

DP Id No. : \_\_\_\_\_ Regd. Folio : \_\_\_\_\_

Client Id No : \_\_\_\_\_ No. of Shares : \_\_\_\_\_

Name of the Shareholder \_\_\_\_\_ holding \_\_\_\_\_ shares of the Company, hereby record my / our presence at the 18<sup>th</sup> Annual General Meeting of the Company held at Maratha Mandir Hall (Near Railway Over Bridge), Khanapur Road , Belgaum – 590 006 on Friday, the 26<sup>th</sup> September, 2014 at 11.30 a.m.

Proxy's Full Name: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Shareholder/Proxy

**Note:**

1. Please fill this Attendance Slip and hand over at the entrance of the Meeting Hall.
2. Duplicate slips will not be issued at the entrance of the Hall.
3. Shareholders are requested to bring their copy of the Annual Report.



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#### PROXY FORM

(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. / Client Id	
DP ID	

I/We, being the member(s) of shares of Shree Renuka Sugars Limited, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/ her

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/ her

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him/ her

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 **18<sup>th</sup> Annual General Meeting** of the Company, to be held on September 26, 2014 at 11.30 a.m. at Maratha Mandir Hall (Near Railway Over Bridge) Khanapur Road, Belgaum 590006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolutions
<b>Ordinary Business:</b>	
1.	Consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors' and Auditors' thereon.
2.	Re-appointment of Mrs. Vidya M Murkumbi, who retires by rotation and, being eligible, offers herself for re-appointment.
3.	Re-appointment of M/s Ashok Kumar, Prabhashankar & Co., Chartered Accountants, as Statutory Auditors of the Company.
<b>Special Business:</b>	
4.	Appointment of Mr. Sanjay Asher as an Independent Director of the Company.
5.	Appointment of Mr. S. K. Tuteja as an Independent Director of the Company.
6.	Appointment of Mr. Hrishikesh Parandekar as an Independent Director of the Company.
7.	Appointment of Mr. Robert Taylor as an Independent Director of the Company.
8.	Re-appointment of Mrs. Vidya Murkumbi as a Whole-time Director of the Company.
9.	Re-appointment of Mr. Vijendra Singh as a Whole-time Director of the Company.
10.	Approval of borrowing limits of the Company.
11.	Approval of offer or invitation to subscribe to Non-Convertible Debentures and/or other debt securities on a private placement basis.
12.	Approval of Related Party Transactions.
13.	Ratification of the remuneration payable to M/s. B M Sharma & Co, Cost Auditors of the Company for the financial year ending 31st March, 2015.

Signed this \_\_\_\_\_ day of September, 2014

\_\_\_\_\_  
Signature of member

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Note:**

**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.**