



Sri Chamundeswari Sugars Limited

Registered Office:

No.88/5, Richmond Road, Bangalore 560 025
E Mail: complianceofficer@chamundisugars.com
Website : www.chamundeswarisugars.in
CIN: L15435KA1970PLC001974

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Forty Second Annual General Meeting** of the Members of the Company will be held at Hotel Woodlands, No. 5, Raja Ram Mohan Roy Road, Bangalore-560025 on Friday, 25th September 2015 at 2.30 pm to transact the following business:

1. To Consider and adopt the Directors' Report and the Audited Financial Statements for the year ended 31st March 2015 and the Auditors' Report thereon.
2. To appoint a Director in the place of Dr.M.Manickam (DIN 00102233), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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 139 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee the re-appointment of M/s. P N Raghavendra Rao & Co Chartered Accountants (FRN: 003328S) as the Statutory Auditors of the Company for the financial year 2015-2016 be and is hereby ratified at such remuneration as may be determined by the Board of Directors".

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV to the Act, Smt Susheela Balakrishnan (DIN:07140637), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 and who holds office up to the date of this Annual General meeting in terms of Section 161 of the Companies Act 2013 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Smt Susheela Balakrishnan for the office of the Director of the Company, be and is hereby appointed as an Independent Non-Executive Director of the Company for a first term of five consecutive years commencing from the date of 42nd Annual General Meeting and she is not liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2014 and other rules applicable and made thereunder, as amended from time to time, the remuneration of Rs.50,000 to Shri M R Krishnamurthy, (M.No.F7568) Cost Accountant Bangalore for conducting Cost Audit for the financial year ending 31st March 2016".

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

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 13th September 2010 and pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to contribute, in any financial year, to bonafide charitable and other funds, upto a limit of Rs.50,00,000 (Rupees Fifty lakhs only) or such amount as may be permissible under Companies Act 2013 whichever is greater".

By order of the Board

Date : 07.08.2015
Place : Coimbatore

sd/-
For **Sri Chamundeswari Sugars Limited**
M.Rajendraprasath
Company Secretary

Notes:

1. Pursuant to Provisions of Section 105 of the Companies Act, 2013 with respect to Proxy:

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy. Proxy need not be a member of the Company. Proxy so appointed shall not have any right to speak at the meeting and shall not be entitled to vote except on a poll. A person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The duly completed and signed instrument of Proxy, in order to be effective, should be deposited at the Registered Office, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The relative Explanatory Statement as required under Section 102 of the Companies Act 2013 in respect of Special Business are given forming part of the Notice.
3. The Register of Members of the company will be closed from 16th September, 2015 to 25th September, 2015 (Both days inclusive).
4. M/s.Canbank Computer Services Limited, Bangalore are the authorized Registrars and Share Transfer Agents. Members are requested to correspond with them directly for non-receipt of share certificates, share transfers, transmission, change of address, consolidation of certificate, splits of certificate, registration of Power of Attorney, non-receipt of dividend and on all other queries in the following address.

Canbank Computer Services Limited
Unit: Sri Chamundeswari Sugars Limited,
No.218, J.P.Royale, 1st Floor
2nd Main, Sampige Road (Near 14th Cross)
Malleswaram, Bangalore – 560003.
Ph.: 080-23469661/62/64/65
Fax: 080-23469667
E-mail: canbankrta@ccsl.co.in
5. Email ID: Company has provided an exclusive E-mail ID complianceofficer@chamundisugars.com for investors to send their requests/grievances/complaints in electronic mode.
6. The matured deposits and proceeds of fractional shares remain unclaimed for a period of seven years will be transferred to Investor Education and Protection Fund, if any.
7. Nomination Facility:

Section 72 of the Companies Act, 2013 provides inter-alia the facility of nomination for shareholders and debenture holders. Nomination can be made by either single or joint holders.
8. A brief resume in respect of the proposed re-appointment/appointment of Directors is attached herewith in terms of Clause 49 of the Listing Agreement.
9. Members are requested to bring their copies of the Annual Report to the meeting.
10. Attendance slip has to be signed and delivered at the entrance of the meeting venue.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participants. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s) and to those Members who have requested for physical copies. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
12. As required under the listing agreement, those shareholders who does not have access to e-voting facility, the Company has enabled a ballot paper facility in lieu of e-voting. A member desiring to exercise vote by postal ballot is requested to carefully read the instructions printed in the ballot paper form and return the form duly completed in the attached self addressed business reply envelope so as to reach the scrutinizer on or before 21st September 2015.
13. Members are provided with the facility of exercising their rights in electronic mode as required under Section 108 of the Companies Act. The procedures for e-voting is given hereunder:

Please follow all steps from Sl.No.(I) to Sl.No.(XII) overleaf, to cast vote.

Voting through electronic means.

 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be considered at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM Hall and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have sent their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on **22nd September, 2015 (9.00 am)** and ends on **24th September, 2015 (5.00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialised form as the cut-off date of 18th September, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after **24th September, 2015 (5.00pm)**. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under.
- a. Open email and open PDF file viz; "remote e-voting-pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password/PIN for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL:<http://www.evoting.nsdl.com/>
 - c. Click on shareholder – Login.
 - d. Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Check on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "Sri Chamundeswari Sugars Limited"
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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 authorised signatory(ies) who are authorized to vote to the Scrutinizer through e-mail to gthirupal@gmail.com with a copy marked to evoting@nsdl.co.in
- VI. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting used manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no:1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the used profile details of the folio which may be used for sending further communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cut-off date of 18th September, 2015.
- X. Any person, who acquired shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@ccsl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing used ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owner maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Sri Thirupal Gorige practicing Company Secretary (Membership No.F6680-CP No.6424) of M/s.Thirupal Gorige, No.87 2nd Floor, 21st Cross, 7th Main, N.S.Palaya, BTM 2nd Stage, Bangalore-560076 has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman of the Meeting Shall at the AGM at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM. A consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorised by him in writing, who shall countersigned the same declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the websites of the Company and NSDL after the declaration of result by the Chairman of the meeting or a person authorized by him within the prescribed period.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4:

Ordinary Resolution relating to Appointment of Smt Susheela Balakrishnan as an Independent Director of the Company.

The Board of Directors co-opted Smt Susheela Balakrishnan as an Additional Director from 30.03.2015 pursuant to Section 161 of the Companies Act, 2013. She holds office till conclusion of this Annual General Meeting.

Smt Susheela Balakrishnan is a Practicing Chartered Accountant, Partner in M/s.Susheela Balakrishnan Associates, Chartered Accountants,. She specializes in Audit, Taxation, Finance and Company Law Matters and has over 29 years of experience . The Board considers that her continued association would be of immense benefit to the Company. She fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director for a first term of five consecutive years commencing from the date of ensuing 42nd Annual General Meeting.

A Notice in writing along with deposit of Rs.1,00,000 has been received from a member proposing Smt Susheela Balakrishnan for the Office of Independent Director as required under section 160 of the Companies Act, 2013. Smt Susheela Balakrishnan is not having any beneficial interest in the company and has also submitted her consent to act as a Director in Form DIR-2 and other declaration as required by the Companies Act, 2013 and the related rules thereon and clause 49 of the Listing Agreement.

Except Smt Susheela Balakrishnan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No.5:

Ordinary Resolution relating to ratification of Remuneration Fixed to Cost Auditor

At the Board Meeting held on 30th May 2015, Shri M R Krishnamurthy Cost Accountant has been appointed for conducting Cost Audit for the financial year ending 31st March 2016 with remuneration of Rs.50,000 as recommended by the Audit Committee.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014 prescribes that the remuneration payable to Cost Auditor is to be ratified by the members at the General Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

Item No.6:

Ordinary Resolution relating to Section 181 of the Companies Act, 2013

The Company can contribute towards bonafide charitable and other funds upto 5% of its average net profits for the three immediately preceding years. The Members approval is sought under section 181 of the Companies Act 2013 to the Board of Directors to make contribution to bonafide charitable and other funds upto Rs.50,00,000/- or 5% of its average net profit for the immediately three preceding years whichever is higher.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

By order of the Board

Date: 07.08.2015
Place:Coimbatore

sd/-
For **Sri Chamundeswari Sugars Limited**
M.Rajendraprasath
Company Secretary

Annexure to the Notice

A Brief resume in respect of the proposed appointment /re-appointment of Directors is given below in terms of Clause 49 of the Listing Agreement

Particulars	Dr. M.Manickam	Smt.Susheela Balakrishnan
DIN	00102233	07140637
Date of Birth	24th March 1956 (59 Years)	20th June 1950 (65 Years)
Date of Appointment on the Board	27th July 1987	30th March 2015
Qualification	M.Sc, MBA	BA, FCA
Experience	Rich Experience in Industrial and Business Management	Rich experience in the field of Audit, Finance, taxation and company law matters
No of Shares held in the Company	2669	500
Other Directorship:	1.Sakthi Auto Components Ltd. 2.ABT Limited. 3.Kovai Medical Centre & Hospital Ltd. 4.Sakthi Finance Limited. 5.Sakthi Sugars Limited. 6.Sakthi Properties (Coimbatore) Limited. 7.The Gounder and Company Auto Limited. 8.ABT Foods Retailing (India) Ltd. 9. Nachimuthu Industrial Association 10. Anamallais Bus Transports P Ltd 11. ABT Infosystems P Ltd 12. ABT Healthcare P Ltd	NIL
Members/Chairmanship of Committees in Sri Chamundeswari Sugars Limited.	NIL	NIL
Members/Chairmanship of Committees in other Public Limited Companies	1. Sakthi Finance Limited - Stakeholders Relationship Committee Member - Chairman 2. Sakthi Sugars Limited - Stakeholders Relationship Committee Member	NIL
Relation with other Directors	Shri M.Balasubramaniam - Brother Shri M. Srinivaasan - Brother	NIL
Last drawn remuneration :	NIL	NIL

Route Map to the Venue of 42nd Annual General Meeting

42nd Annual General Meeting
Friday, 25th September 2015
2.30 pm (IST)
Venue : Hotel Woodlands
No. 5, Raja Ram Mohan Roy Road
Bangalore - 560 025

