

## **NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the First Extra-Ordinary General Meeting for Financial Year 2023-24 ("EGM") of the Members of the Company will be held through Video Conferencing ("VC") facility or other audio visual means ("OAVM") on Friday 18<sup>th</sup> August 2023 at 02.30 P.M. to transact the following business:

### **Special Business:**

#### **1. To Consider and Approve Change in Object Clause of the Memorandum of Association of the Company**

**"RESOLVED THAT** pursuant to the provisions of Section 4 & 13 and any other applicable provisions of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules made framed there under and subject to all necessary approvals, the consent of the Members of the Company be and are hereby accorded to amend the object clause of the Memorandum of Association of the Company as follows:

#### **Alteration in Clause III (A) of Memorandum of Association of the Company to**

#### **3(a) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

1. To carry on in India or abroad business of agriculture, aquaculture, aquafarming, forestry, floriculture, horticulture, plantations to produce, process, trade, import, export, buy, sell, market sugarcane, agricultural produce, crops, residue for manufacturing, and producing all types of sugar and sugar allied products, agro products including fruits, vegetables, nutraceutical products, plantation commodities, milk and dairy products, paper and paper allied products, distillery, vinery, breweries, vegetable oil, edible oil and all other types and forms of oil and all kind of food and food byproducts of any nature or description whatsoever.
2. To carry on the business in India or abroad to manufacture, sale, distribution, generation, co-generation of all forms of fuels (solid, liquid, gas), energy and/or power, electricity, ethanol, hydro energy, solar, wind, biomass, geo thermal, renewable energy by installation of Power Plant or otherwise and/or power from hydel, conventional and/or non-conventional sources including setting up of the facilities for trade and distribution of all forms of power and energy and also to buy, sell and trade power, carbon credits, electricity, ethanol, hydrogen including green Hydrogen, hydro energy, solar, wind, geo thermal, renewable energy from/to any person, Government of India, State Government(s), Municipal or local authority, Company or person(s) in India or elsewhere and to transfer power to its own units for captive use.

3. To carry on in India or abroad business of manufacturing, selling, buying, purchase and trade all types of machines, machineries, components , engines, tools, solar panels, equipment, apparatus, UAV's, utensils, commodities, substances, materials, articles, accessories and things necessary or useful for generation of any type of power, fuel, electricity, ethanol, auto, aerospace, defence, electric vehicles, hydro energy, solar, wind, geo thermal, renewable energy, medical equipment, agriculture and farming.
4. To carry on in India or abroad business of construction, promotion, development jointly or independently of any type of land, forest lands, agricultural lands, property, any type of building, housing, structure, sites, and to construct, reconstruct, buy, sell, trade, pull down, alter, renovate, improve, decorate and furnish and maintain, any type of land, forest lands, agricultural lands, any type of building or structure, agricultural lands, apartments, condominiums, villas, offices, industrial estates, warehouses, educational institutions, hospitals, nursing homes, clinics, convention centers, cinema halls, hotels, resorts, restaurants, bridges, road or works of any description on any land or any type of property.
5. To carry on in India or abroad business to purchase, sell, lease and otherwise to act as builders, contractors, engineers and Estate agents, and to resale, trade in land and other immoveable property of any tenure and any interest therein, and to create, sell, buy and deal in freehold and leasehold ground rents by way of sale, purchase of all types of housing, apartments, condominiums, villas, offices, industrial estates, warehouses, educational institutions, hospitals, nursing homes, clinics, convention centers, cinema halls, hotels, resorts, restaurants, otherwise with land and house property and any other immovable properties whether real or personal.
6. To carry on in India or abroad business of manufacturing, selling, buying, purchase and or otherwise trade in all types pharmaceutical products, chemicals, fertilizers and all allied products.
7. To carry on the business of Technical and engineering consultancy services to all types of industries which may include but not limited to operation and maintenance, technical consultancy related to water treatment, effluent treatment and all other related services.
8. To carry on the business of providing, importing, exporting, selling, purchasing, trading, production, distribution, customization, development or otherwise deal in all types of applications, programs, software packages, internet programs, software programs, mobile applications, web applications, products, portals, the marketplace, services, applications, web design, and other related Services/Products.

9. To engage in setting up chain of retail outlets & franchise shops, ecommerce business which may or otherwise deal with various products and food products, agriculture and horticulture produce in any type or form and to set up coffee shops, restaurants, hotels, hospitality and related services, clubs, resorts, motels, nature resorts, Yoga Centers both in India and abroad.
10. To establish, construct, purchase, lease, or otherwise acquire, maintain, operate, run, manage or administer, hospitals, Ayurveda hospitals, Ayurveda Centers, Medicare, nursing homes, health care, diagnostic, health aids, laboratories and research centers, to provide medical relief to the public in all branches of medicines and medical schemes by all available means.

**And object clause mentioned under III(B) is replaced with**

***3(b)MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3 (a) ARE: -***

**Point No. 1 to 47 are hereby adopted under this head**

**“RESOLVED FURTHER THAT** Shri M. Srinivaasan, Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, clarifications or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**2. TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT 2013.**

**“RESOLVED THAT** pursuant to the provisions of section 4 & 13 of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all necessary approvals, the consent of Members be and are hereby accorded to adopt the new set of Memorandum of Association of the Company and replace the present MOA.

**RESOLVED FURTHER THAT** Shri. M Srinivaasan, Managing Director of the Company be and is hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, clarifications or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

By order of the Board  
For Sri Chamundeswari Sugars Limited

Date: 25/07/2023  
Place: Bangalore

M Srinivaasan  
Managing Director  
DIN: 00102387

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 1<sup>ST</sup> EGM of F.Y. 2023-24 ("EGM") THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING.**

1. In view of the outbreak of the COVID-19 social distancing norm to be followed and pursuant to General Circular No. 10/2022, 11/2022 dated 28.12.2022, issued by the Ministry of Corporate Affairs for extension of holding the EGM/AGM through VC/OAVM Facility up to 30<sup>th</sup> September 2023, the 1<sup>ST</sup> EGM for F.Y 2022-23 of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 1<sup>ST</sup> EGM for F.Y. 2023-24 ("EGM") shall be Sri Chamundeswari Sugars Limited, 88/5, Richmond Road, Bangalore 560025.
2. Pursuant to the provisions of the Act, member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in terms of the MCA Circulars, since the physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM, hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out the details relating to Special business at the meeting, is provided thereto
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing

facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.chamundeswarisugars.in>. The Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 and MCA Circular No. 11/2022 dated December 28, 2022.
10. The Notice is sent to all the members, whose name appeared in the Register of Members as on Friday 14<sup>th</sup> July 2023
11. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

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

**The remote e-voting period begins on 15<sup>th</sup> August, 2023 at 09:00 A.M. and ends on 17<sup>th</sup> August, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com>**

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

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?  
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.  
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vasu@gvacs.in](mailto:vasu@gvacs.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Only those Members/ shareholders, who will be present in the EGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e- Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM. Members who have casted their vote through Remote e-Voting will be eligible to participate at the GM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date 11<sup>th</sup> August 2023.
6. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
7. Declaration of E-Voting Results:  
  
The Results on above resolutions shall be declared not later than two working days from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the EGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013**

### **Item No. 1 & 2:**

#### **Special Resolution relating to Change of Object Clause of Memorandum of Association and Adoption of new set of Memorandum of Association as per Companies Act 2013.**

The Company wants to expand its business and have decided to change the Existing Object clause of the Memorandum of Association (“MOA”) the existing Memorandum is based on the Companies Act, 1956. The alteration of MOA is necessary to take up new projects and to expand its business in various segments and also adopt new set of MOA as per Companies Act 2013 which brings easiness in carrying on the day today activities. The Companies Act, 2013, has prescribed format of Memorandum of Association (“MOA”) for Companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by altering below points:

The Changes are as follows:

- a) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1st, 2nd, 3rd,4th,5th.
- b) The existing Clause III(A), “The main Objects to be pursued by the Company on its incorporation are” be substituted by the new sub-heading “3(a) - THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”;
- c) Substitute in Clause III(B) with the new sub-heading “3(b) - MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a)”;
- d) Some of the object clause from the ancillary Objects from MOA are taken into main object clause of the MOA, and so we delete the entire other objects Clause III(C); and
- e) The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 “4. the liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”
- f) The Numbering for Capital clause change from ‘V’ to number 5

The modification in Memorandum of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11.00 a.m. to 1.30 p.m. up to the date of EGM.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in the foregoing resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

By order of the Board  
For Sri Chamundeswari Sugars Limited

Date: 25.07.2023

Place: Bangalore

**SD/-**  
M Srinivaasan  
Managing Director  
DIN: 00102387