



RANA SUGARS LIMITED

REGD. OFFICE : S.C.O. 49-50, SECTOR 8-C, MADHYA MARG, CHANDIGARH 160009 (INDIA)

TEL.: 0172-2540007, 2549217, 2541904, 2779565, 2773422 FAX : 0172-2546809

CIN:L15322CH1991PLC011537

E-MAIL : info@ranagroup.com

Website: www.ranasugars.com

RSL/18-19/CS
January 2, 2019

National Stock Exchange of India Limited,
"Exchange Plaza", C-1, Block-G,
Bandra-Kurla Complex,
Bandra (E),
MUMBAI – 400 051.

BSE Limited,
Floor 25, P J Towers,
Dalal Street,
MUMBAI – 400 001.

Company Symbol : RANASUG

Company Code: 507490

Subject: **Extraordinary General Meeting.**

Dear Sirs,

We wish to inform you that an **Extraordinary General Meeting (EGM)** of the Members of the Company is scheduled to be held on Monday, the 28th day of January, 2019 at 2.00 P.M. at the Works of the Company, Village Buttar Seviyan, Tehsil Baba Bakala, District Amritsar, Punjab. A copy of the Notice of EGM is enclosed.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 and Rules framed thereunder, the Company is providing e-voting facilities to the Members of the Company holding shares either in physical or in dematerialized form as on the cut-off date i.e. 21st January, 2019 to cast their vote electronically through e-voting services provided by Central Depository Services (India) Ltd. (CDSL) on all resolutions set out in the Notice of the EGM.

The remote e-voting facility period begins on 25th January, 2019 (9.00 A.M.) and ends on 27th January, 2019 (5.00 P.M.). The remote e-voting shall not be allowed beyond that time. A person, whose name is in the Register of Members/ beneficial Owners as on cut off date i.e. 21st January, 2019 only shall be entitled to avail the facility of remote e-voting, attend and vote at the meeting on all resolutions set forth in the notice of the EGM.

Copy of the notice of EGM is also available at the website of the Company viz. www.ranasugars.com

This is for your information and record please.

Thanking you,

Yours faithfully,
For RANA SUGARS LIMITED


(MANMOHAN K. RAINA)
COMPANY SECRETARY



RANA SUGARS LIMITED

Regd. Office : SCO 49-50, Sector 8-C, Madhya Marg, Chandigarh-160 009 (India)
TEL.: 0172-2540007, 2549217, 2541904, 2779565, 2773422 FAX: 0172-2546809
E-mail: info@ranagroup.com Website: www.ranasugars.com
CIN: L15322CH1991PLC011537

NOTICE

Notice is hereby given that an Extraordinary General Meeting of Rana Sugars Limited will be held on Monday, the 28th day of January, 2019 at 2.00 P.M. at the Works of the Company, Village Buttar Seviyan, Tehsil Baba Bakala, District Amritsar, Punjab to transact the following business :

SPECIAL BUSINESS :

1. APPOINTMENT OF STATUTORY AUDITORSTO FILL THE CASUAL VACANCY :

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(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Ashwani K. Gupta & Associates, Chartered Accountants (Firm Registration No. 003803N), H. No. 1044-A, Sector-2, Panchkula be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Ankush Arora & Associates, Chartered Accountants (Firm Registration No. 30578N)."

"RESOLVED FURTHER THAT M/s. Ashwani K. Gupta & Associates, Chartered Accountants (Firm Registration No. 003803N), H.No. 1044-A, Sector-2, Panchkula, be and is hereby appointed as Statutory Auditors of the Company w.e.f. 9th November, 2018 and that they shall hold the office of the Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them."

2. Approval for continuation of current term of Shri Shivavtar Singh Bajwa, Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. Shivavtar Singh Bajwa (DIN 00714772)** Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 29th September, 2019 notwithstanding that he has attained the age of 75 years on 1st June, 2009."

3. Approval for continuation of current term of Shri Baljit Singh, Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. Baljit Singh (DIN 00074716)** Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on 29th September, 2019 notwithstanding that he has attained the age of 75 years on 1st November, 2016."

By order of the Board
for **RANA SUGARS LIMITED**

Place: Chandigarh
Dated: 14th November, 2018

Sd/-
(MANMOHAN K. RAINA)
COMPANY SECRETARY



NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND ON A POLL ONLY TO VOTE ON HIS/HER BEHALF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as 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.**
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc. must be supported by an appropriate resolution/ authority letter, as applicable.
3. Electronic copy of the Notice of Extraordinary General Meeting is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extraordinary General Meeting is being sent in the permitted mode.
4. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may also register their e-mail addresses through the RTA, giving reference of their Folio Number.
5. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.01.2019 at 9.00 A.M. and ends on 27.01.2019 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.01.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on covering letter. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member Id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to



mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant Company on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for mobiles. The m-Voting app can be downloaded from Google Play store, App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21.01.2019 may follow the same instructions as mentioned above for e-Voting.
 - (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xxiii) The Company has appointed Mr. Ajay Arora, Company Secretary in whole time practice (ICSI membership No. FCS 2191 and Certificate of Practice No. 993) as the Scrutinizer to scrutinize and collate the e-voting process in a fair and transparent manner.
 - (xxiv) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (xxv) The results shall be declared after the EGM of the Company. The result alongwith the Scrutinizer's Report shall be placed on the Company's website www.ranasugars.com and on the website of CDSL and communicated to the BSE Ltd. and National Stock Exchange of India Ltd within the prescribed period.
 - (xxvi) 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 Mr. Ajay Arora, Practising Company Secretary at his e-mail address ajaykcs@gmail.com with a copy marked to Company Secretary, Rana Sugars Limited, Chandigarh at mkraina@ranasugars.com.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days from Monday to Friday between 11.00 AM to 2.00 PM up to the date of Extraordinary General Meeting.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 1**

M/s. Ankush Arora & Associates, Chartered Accountants (Firm Registration No. 30578N) have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditors of the Rana Sugars Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company has approved M/s. Ashwani K. Gupta & Associates, Chartered Accountants (Firm Registration No. 003803N), H. No. 1044-A, Sector-2, Panchkula subject to the approval by the shareholders in General Meeting as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Ankush Arora & Associates, Chartered Accountants.

M/s. Ashwani K. Gupta & Associates, Chartered Accountants (Firm Registration No. 003803N) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, is concerned or interested in the said resolution.

ITEM NO. 2

Shri Shivavtar Singh Bajwa – Independent Director was appointed on 30th September, 2014 in terms of Companies Act, 2013. At the time of the appointment his age was 80 years.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May, 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Though Shri Shivavtar Singh Bajwa can hold office under the erstwhile resolution, he has attained the age of 75 years during the term of his appointment. Hence this Special Resolution is placed before the shareholders by way of abundant caution for adoption.

None of the Directors, Key Managerial Persons or their relatives except Shri Shivavtar Singh Bajwa to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

ITEM NO. 3

Shri Baljit Singh – Independent Director was appointed on 30th September, 2014 in terms of Companies Act, 2013. At the time of the appointment his age was 73 years.

SEBI has amended the LODR, Regulations, 2015 vide circular dated 9th May, 2018 which require re-appointment/ continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution. Though Shri Baljit Singh can hold office under the erstwhile resolution, he has attained the age of 75 years during the term of his appointment. Hence this Special Resolution is placed before the shareholders by way of abundant caution for adoption.

None of the Directors, Key Managerial Persons or their relatives except Shri Baljit Singh to whom the resolution relates, is interested or concerned in the resolution.

Your Directors commend the resolution for approval of the members.

By order of the Board
for **RANA SUGARS LIMITED**

Place: Chandigarh
Dated: 14th November, 2018

Sd/-
(**MANMOHAN K. RAINA**)
COMPANY SECRETARY

RANA SUGARS LIMITED

REGD. OFFICE: SCO 49-50, SECTOR 8-C, MADHYA MARG, CHANDIGARH-160 009 (INDIA)
TEL.: 0172-2540007, 2549217, 2541904, 2779565, 2773422 FAX: 0172-2546809
E-mail: info@ranagroup.com Website: www.ranasugars.com CIN: L15322CH1991PLC011537

FORM NO. MGT-11

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./ DP ID & Client Id:

I/We, being the member(s) holding shares of the above named Company, hereby appoint:

1. Name :

Address:

E-mail Id: or failing him

2. Name :

Address:

E-mail Id: or failing him

3. Name :

Address:

E-mail Id:

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 Extraordinary General Meeting of the Company, to be held on Monday, the 28th January, 2019 at 2.00 P.M. at the Works of the Company at Village Buttar Seviyan, Tehsil Baba Bakala, Distt. Amritsar, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below :

Special Business:

1. Appointment of M/s. Ashwani K. Gupta & Associates, Chartered Accountant, as Statutory Auditors of the Company.
2. Approval for continuation of current term of Shri Shivavtar Singh Bajwa, Independent Director.
3. Approval for continuation of current term of Shri Baljit Singh, Independent Director.

Affix Revenue Stamp

Signed this day of 2019

..... Signature of Shareholder

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 this Meeting.

RANA SUGARS LIMITED

REGD. OFFICE: SCO 49-50, SECTOR 8-C, MADHYA MARG, CHANDIGARH-160 009 (INDIA)
TEL.: 0172-2540007, 2549217, 2541904, 2779565, 2773422 FAX: 0172-2546809
E-mail: info@ranagroup.com Website: www.ranasugars.com CIN: L15322CH1991PLC011537

ATTENDANCE SLIP

Folio No./ DP ID & Client ID : No. of Shares :

NAME AND ADDRESS OF THE MEMBER :

.....

PLEASE COMPLETE THIS ATTENDANCE SLIP
AND HAND OVER AT THE ENTRANCE
OF THE MEETING HALL

I certify that I am a registered member/ proxy for the registered member of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company being held on Monday, the 28th January, 2019 at 2.00 P.M. at the Works of the Company at Village Buttar Seviyan, Tehsil Baba Bakala, Distt. Amritsar, Punjab.

.....
Name of the attending Member/Proxy*

.....
Member's/ Proxy's* Signature

*Strike out whichever is not applicable

Form No. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c)
of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **RANA SUGARS LIMITED**

Regd. Office: SCO 49-50, Sector 8-C, Madhya Marg, Chandigarh-160 009 (India)

CIN: L15322CH1991PLC011537

S. No.	Particulars	Details
1	Name of the First Named Shareholder (in block letters)	
2.	Postal address	
3	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Shares	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Appointment of M/s. Ashwani K. Gupta & Associates, Chartered Accountant, as Statutory Auditors of the Company.			
2.	Approval for continuation of current term of Shri Shivavtar Singh Bajwa, Independent Director.			
3.	Approval for continuation of current term of Shri Baljit Singh, Independent Director.			

Place :

Date :

(Signature of shareholder)