



# Rana Sugars Limited

## Postal Ballot Notice

**(Pursuant to Section 110 of Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time**

Dear Member(s),

Notice is hereby given to the Members of Rana Sugars Limited ("Company") pursuant to the provisions of Section 110 and 108, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read over with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, other applicable Rules framed under the Act, as amended, General Circular dated no. 09/2023 dated 25<sup>th</sup> September, 2023, read over with all earlier Circulars with particular reference to Circular no. 17/2020 dated 13<sup>th</sup> April, 2020 and Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 with respect to passing of ordinary and special resolutions in accordance with the framework provided in the aforesaid Circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/conducting postal ballot process through Remote e-voting and any other applicable law, Rules and Regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the special resolutions appended below are proposed to be passed by the members of the Company, as on the Cut-off Date, through postal ballot (the "Postal Ballot") only by way of e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the applicable MCA Circulars, the manner of voting on the proposed special resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, in compliance with the aforesaid MCA Circulars, the postal ballot notice, postal ballot forms and pre-paid business envelopes are not being sent to Members for this Postal Ballot. The Notice is being sent only through electronic mode to those Members whose email address is registered with the Company/RTA/ depository participant(s)/ Depositories. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice

The Board has appointed Mr. Ajay Arora, Company Secretary (M. No. FCS 2191 and C. P. No. 993), SCO 64-65, Sector 17 A, Chandigarh, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot/ e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Company has made necessary arrangements with M/s Alankit Assignments Ltd, Alankit House, 4E/2, Jhandewalan Extn. New Delhi- 110055 (INDIA), Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Thursday, December 28, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman in writing, and the result of the voting by Postal Ballot (through the e-voting process) will be announced on Friday, December 30, 2023 at 5.00 PM at Registered Office of the Company at SCO 49-50, Madhya Marg, Sector- 8-C, Chandigarh- 160009. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.



The last date of e-voting, i.e. Thursday, December 28, 2023, shall be the date on which the special resolutions would be deemed to have been passed, if approved by the requisite majority. Further, special resolutions passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot (through the e-voting process) for the matters as considered in the Special resolutions appended below. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the said Special resolutions, is appended to this notice.

You are requested to peruse the proposed Special resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility provided by the Company.

## Resolutions

### 1. Appointment of Mr. Suresh Kumar Jain (DIN: 05103064) as an Independent Director of the Company

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Mr. Suresh Kumar Jain (DIN: 05103064)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from October 1, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a first term of five (5) consecutive years commencing from October 1, 2023 to September 30, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this special resolution."

### 2. Appointment of Mr. SurjeetKaushal (DIN: 10337612) as an Independent Director of the Company

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

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, **Mr. SurjeetKaushal (DIN: 10337612)**, who was appointed as an Additional Director in the capacity of an Independent Director with effect from October 1, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a first term of five (5) consecutive years commencing from October 1, 2023 to September 30, 2028, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board  
For RANA SUGARS LIMITED

Date : 28<sup>th</sup> November, 2023  
Place : Chandigarh

Madhur Bain Singh  
Company Secretary

**Registered Office:**

Rana Sugars Limited

SCO 49-50, Sector 8-C, Chandigarh – 160009

CIN: L15322CH1991PLC011537

Web.: [www.ranasugars.com](http://www.ranasugars.com)

E-mail: [info@ranagroup.com](mailto:info@ranagroup.com)

Tel: 0172-2540007/ 2549217/ 2541904/ 2779565/ 2773422

**NOTES:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the "Act") stating all material facts and the reasons/ rationale for the proposal is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/RTA/ depository participant(s), after closing of business hours of Friday, November 24, 2023 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed special resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting physical postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered by following the process listed out in Note no. 20
3. The special resolutions, if passed by the requisite majority through evoting, will be deemed to have been passed on the last date specified for evoting i.e., December 28, 2023. Further, special resolutions passed by the members through this postal ballot process (through the e-voting process) are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman of the Board or any other person authorized by the Chairman in writing after the completion of scrutiny of the e-voting, and the result of the Postal Ballot through e-voting shall be declared by the Chairman of the Board or any other person duly authorized by him in writing on Friday, December 30, 2023 before 5.00 PM at Registered Office of the Company at SCO 49-50, Madhya Marg, Sector 8-C, Chandigarh – 160009. The results will also be displayed on the Company website <https://www.ranagroup.com>, on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com), and communicated to the BSE and NSE, where the Company's shares are listed. The result of the voting, with details of the number of votes cast for and against the Special resolution, invalid votes and whether the Special resolution has been carried or not shall also be displayed on the Notice Board of the company at its Registered Office at Chandigarh.
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to [secretarial@ranasugars.com](mailto:secretarial@ranasugars.com) or [ramap@alankit.com](mailto:ramap@alankit.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. after the closing of business hours of November 24, 2023.
7. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. after closing business hours of November 24, 2023, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.
8. In accordance with Section 20 of the Companies Act, 2013, service of documents on members by a company is allowed through electronic mode. Further in compliance with the MCA Circulars mentioned above, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories/Depository Participants. Members may note that the Postal Ballot Notice will also be available on the Company's website [www.ranagroup.com](http://www.ranagroup.com) and the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL (agency for providing the e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com) (Adobe PDF can be downloaded at <https://get.adobe.com/reader>). The copies of the Postal Ballot Notice will also be available for inspection in electronic mode, basis the request being sent on [secretarial@ranasugars.com](mailto:secretarial@ranasugars.com).
9. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
10. Institutional/ Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their Board or Governing Body Resolution/Authorization etc., authorizing their representative to vote



on their behalf. The said Resolution/Authorization should be sent to the Scrutinizer by email through their registered email address to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com).

11. In compliance with the provisions of Section 108,110 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of the Listing Regulations, Company is providing facility for voting by electronic means to its members to enable them to cast their votes electronically through e-voting and for this purpose the Company has engaged the services of Central Depository Services (India) Limited (CDSL) and as such, the business set out in this Postal Ballot Notice shall be transacted through such voting. The facility of casting votes by a member using e-voting will be provided by CDSL. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
12. In accordance with the MCA Circulars, the Members are requested to take note of the following:
  - a. Vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 and clarification vide Circular No. SEBI/HO/MIRSD/MIRSD-RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI had mandated the furnishing of PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities and prescribed certain standardized forms for submitting various service requests. The said Forms are available on the Website of the Company [www.ranagroup.com](http://www.ranagroup.com). Further, the above mentioned SEBI Circulars are also available on the website of the Company. The Shareholders are requested to refer to the said Circulars and Formats for the relevant matters provided therein. As on the date of this Notice, there is no shareholder of the Company who holds the shares in physical form.
  - b. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs.
  - c. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
  - d. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
  - e. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### E-voting:

13. Compliance with Regulation 44 of the Listing Regulations and Section 108,110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the special resolutions as set out in this Postal Ballot Notice.
14. The e-voting period shall commence from Tuesday, November 29, 2023 (9.00 a.m. IST) and ends on Wednesday, December 28, 2023, (5.00 p.m. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently. As on the said cut-off date, the right of voting of the Members shall be reckoned and a person who is not a Member of the Company as on the cut-off date should treat this Notice for information purposes only
15. The Board of Directors have appointed Mr. Ajay Arora, Company Secretary (M. No. FCS 2191 and C. P. No. 993), SCO 64-65, Sector 17 A, Chandigarh as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
16. The e-voting facility will be available during the following period after which the evoting portal shall forthwith be blocked and shall not be available for evoting:

<b>Commencement of e-voting</b>	Wednesday, November 29, 2023 (9.00 a.m. IST)
<b>End of e-voting</b>	Thursday, December 28, 2023, (5.00 p.m. IST)
<b>Cut-Off date</b>	Friday, November 24, 2023, (After the closing of business hours)

17. The procedure and instructions for e-voting are as under:
  - (i) As per SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- (ii) In terms of the said SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by the Company, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (iii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting &amp; voting during the meeting.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name



and you will be redirected to e-Voting service provider website for casting your vote during the e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43 and Toll Free no. 1800225533.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

18. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form:

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Rana Sugars Limited> on which you choose to vote.
- 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 Special resolution and option NO implies that you dissent to the Special resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on Click here to print" option on the Voting page.



- p. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
19. **Instructions for Non – Individual Shareholders and Custodians – For evoting only**
- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (iii) 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.
- (iv) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at his email ID [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) and to the Company at the email address viz; [secretarial@ranasugars.com](mailto:secretarial@ranasugars.com), if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.
20. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- (i) For Physical shareholders- Please refer to the instructions given at Note no. 12.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### GENERAL INSTRUCTIONS

- (i) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43 Toll Free no. 1800225533. Further details in this regard are given in para VIII below.
- (ii) The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. 24<sup>th</sup> November, 2023.
- (iii) The result of the e-voting shall be declared by the Chairman of the Board or any other person duly authorized by him in writing on Wednesday, December 30, 2023 before 5.00 PM at Registered Office of the Company at SCO 49-50, Madhya Marg, Sector 8-C, Chandigarh – 160009.
- (iv) The manner in which members have cast their votes, that is, affirming or negating the special resolution, shall remain secret and not available to the Chairman, Scrutinizer or any other person till the votes are cast in the meeting.
- (v) The Scrutinizer’s decision on the validity of the vote shall be final and binding.
- (vi) The result declared along with the Scrutinizer’s report shall be placed on the website of the Company ([www.ranagroup.com](http://www.ranagroup.com)) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) immediately after the result is declared and shall simultaneously be forwarded to the BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), where the Company’s shares are listed. The result of the voting, with details of the number of votes cast for and against the Special resolution, invalid votes and whether the Special resolution has been carried or not shall also be displayed on the Notice Board of the company at its Registered Office at Chandigarh.
- (vii) The special resolutions will be deemed to be passed on the last date specified for evoting i.e., December 28, 2023, subject to receipt of requisite number of votes in favour of the special resolutions.
- (viii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai- 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43 or Toll Free no. 1800225533. You may also contact Mr. Madhur Bain Singh, Company Secretary cum Compliance Officer of the Company at [secretarial@ranasugars.com](mailto:secretarial@ranasugars.com).

## ANNEXURE TO NOTICE



## Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

### ITEM NO.: 1

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 14, 2023 took note of the Resolution passed by way of circulation on 3<sup>rd</sup> October, 2023, appointed Mr. Suresh Kumar Jain as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from October 01, 2023 to September 30, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Mr. Suresh Kumar Jain to act as Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) Intimation in Form DIR- 8 in terms of the Appointment Rules from Mr. Suresh Kumar Jain to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act. The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Suresh Kumar Jain.

In the opinion of the Board, Mr. Suresh Kumar Jain fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Suresh Kumar Jain's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Suresh Kumar Jain is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Suresh Kumar Jain is justified due to the following reasons:

- Mr. Suresh Kumar Jain has extensive experience in steering global leadership advisory firms.
- His deep knowledge and expertise in Business and Risk Management, strategy, governance, financing, banking marketing, environment and sustainability.
- His experience of serving on the advisory Boards of various international business schools
- His standing as a leader in the corporate world

Further, Mr. Suresh Kumar Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Suresh Kumar Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. Suresh Kumar Jain has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Rana Sugars Limited amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Suresh Kumar Jain as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, December 28, 2023. The special resolution seeks the approval of members for the appointment of Mr. Suresh Kumar Jain as an Independent Director of the Company from October 01, 2023 to September 30, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, December 28, 2023. The profile and specific areas of expertise of Mr. Suresh Kumar Jain and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Suresh Kumar Jain as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Suresh Kumar Jain to whom the special resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in this notice for the approval of Members.



**ITEM NO.: 2**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 14, 2023 took note of the Resolution passed by way of circulation on 3<sup>rd</sup> October, 2023, appointed Mr. Surjeet Kaushal as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from October 01, 2023 to September 30, 2028 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Mr. Surjeet Kaushal to act as Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) Intimation in Form DIR- 8 in terms of the Appointment Rules from Mr. Surjeet Kaushal to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act. The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Surjeet Kaushal.

In the opinion of the Board, Mr. Surjeet Kaushal fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Surjeet Kaushal's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Surjeet Kaushal is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. SurjeetKaushalis justified due to the following reasons:

- Mr. SurjeetKaushalhas extensive experience in banking industry.
- His deep knowledge and expertise in Business and Risk Management, governance, financing and banking and related fields.
- His experience of serving on the advisory Committees of various Banking Channels and Segments.
- His exposure to the various segments of banking and corporate world

Further, Mr. SurjeetKaushal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. SurjeetKaushalhas confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mr. SurjeetKaushalhas confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Rana Sugars Limited amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. SurjeetKaushalas an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, December28, 2023. The resolution seeks the approval of members for the appointment of Mr. SurjeetKaushalas an Independent Director of the Company from October 01, 2023 to September 30, 2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Thursday, December 28, 2023. The profile and specific areas of expertise of Mr. SurjeetKaushaland other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. SurjeetKaushalas Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. SurjeetKaushalto whom the resolution relates is interested in or concerned with the special resolution. The Board recommends the special resolution set forth in this notice for the approval of Members.

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

**Date : November 28, 2023**

**Madhur Bain Singh**



Place : Chandigarh

Company Secretary

**Registered Office:**

Rana Sugars Limited

SCO 49-50, Sector 8-C, Chandigarh – 160009

CIN: L15322CH1991PLC011537

Web.: [www.ranasugars.com](http://www.ranasugars.com)

E-mail: [info@ranagroup.com](mailto:info@ranagroup.com)

Tel: 0172-2540007/ 2549217/ 2541904/ 2779565/ 2773422

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Suresh Kumar Jain	Mr. SurjeetKaushal
Date of Birth	5 <sup>th</sup> May, 1954	20 <sup>th</sup> August, 1963
Nationality	Indian	Indian
Director since	NA	NA
Qualifications	BSc (Hons), MA (Economics)	MBA (Finance), CAIIB from IIB Mumbai
Experience	More than 30 years' experience in Public sector Banks in India and abroad. Retired as Executive Director of Union Bank of India. Also worked as officiate Chairman in Union Bank Of India for some time.	39 years of experience in SBI in different field of Banking including credit and NPA special resolution and 3 years at corporate office of SBI at Mumbai.
Expertise	Finance and Strategy	Finance and Strategy
Shareholding of Directors in company	Nil	Nil
Directorship held in other public companies excluding foreign and private companies	Fino Payments Bank Limited Anand Rathi Global Finance Limited IFCI Factors Limited	Nil
Chairmanship/ Memberships of committees*	Nil	<ul style="list-style-type: none"><li>▪ Audit Committee (Member)</li><li>▪ Stakeholders' Relationship Committee (Chairman)</li></ul>
Relationship between Directors inter-se	No Inter-se relation	No Inter-se relation

\*Committee Membership or Chairmanship includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (Whether listed or not)

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