



**RAJSHREE SUGARS & CHEMICALS LIMITED  
COIMBATORE**

**PROCEEDINGS OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON WEDNESDAY, 10<sup>th</sup> AUGUST 2011 AT 11.00 A.M AT THE CHAMBER HALL, INDIAN CHAMBER OF COMMERCE AND INDUSTRY, AVANASHI ROAD, COIMBATORE – 641 018.**

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Members present in person : 229

Members present by Proxy 30 representing 11979 equity shares.

Ms.Rajshree Pathy, Chairperson occupied the Chair and called the meeting to order.

She welcomed the members and with their permission took the notice convening the Annual General Meeting which has been in the hands of the members for the statutory period of 21 days, as read.

The Chairperson addressed the members. In her speech, she dealt with the economic scenario about the sugar industry in general, the operations of the Company during last year and future prospects of the company.

After her speech, she took up the items in the agenda for consideration.

**Item No.1**

**Consideration of accounts**

The audited accounts together with the schedules and notes, and the Directors' Report which had already been circulated among the members were taken as read with the permission of the members present. The Report of the Auditor was read at the meeting. Before moving the formal resolution for adoption of accounts, the Chairperson invited members' views and comments on the accounts and the reports.

A couple of shareholders sought clarifications on the working of the company during the year and also about the subsidiary's working. The Chairperson and Mr.R.Varadarajan, Wholetime Director offered explanations to the members' queries.

Then the following resolution was proposed by Ms.Rajshree Pathy as an Ordinary resolution and seconded by Mr.R.Balasubramanian.

**“RESOLVED** that the Profit and Loss Account for the year ended 31<sup>st</sup> March 2011, the Balance Sheet as on that date, the Cashflow statement for the year 2010-11, the reports of the Directors and the Auditors thereon be and are hereby approved and adopted.ò

The Chairperson put the resolution to vote and it was passed unanimously by the members.

## **Item No.2**

### **Reappointment of Dr.P. Surulinarayanasami as a Director**

Proposed by: Mr.S.Thiyagarajan proposed the following as an ordinary resolution.

Seconded by: Mr.K.Narendra

**“RESOLVED** that Dr.P. Surulinarayanasami, a Director of the Company, who retires by rotation at this Meeting be and is hereby appointed as a Director in the same place vacated by him.ò

The Chairperson put the resolution to vote and it was carried unanimously.

## **Item No.3**

### **Reappointment of Mr.R.C.H.Reddy as a Director**

Proposed by: Mr.N.Ponnuswamy proposed the following as an ordinary resolution.

Seconded by: Mr.V.Krishnamurthy

**“RESOLVED** that Mr.R.C.H.Reddy, a Director of the Company, who retires by rotation at this Meeting be and is hereby appointed as a Director in the same place vacated by him.ò

The Chairperson put the resolution to vote and it was carried unanimously.

## **Item No.4**

### **Appointment of Auditors**

Proposed by: Mr.R.Velumani proposed the following as an ordinary resolution.

Seconded by: Mr.R.Balasubramanian

**“RESOLVED** that M/s. Srikishen & Co. Chartered Accountants, Coimbatore be and are hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on a remuneration to be mutually agreed between the Board of Directors and the Auditors of the Company, exclusive of any other remuneration that may be payable for services other than statutory audit and any out of pocket expenses which may be reimbursed.ò

The Chairperson put the resolution to vote and it was carried unanimously.

## **Item No.5**

### **Reappointment of Ms. Rajshree Pathy as Managing Director**

Ms. Rajshree Pathy, Chairperson and Managing Director informed that she is interested in the subject and hence vacated the Chair.

Mr.G.R.Karthikeyan, Director was unanimously requested to occupy the Chair and conducted the proceedings.

Proposed by: Mr.M.Balakrishnan proposed the following as special resolution.

Seconded by: Mr.K.Palaniswamy

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the re-appointment of Ms.Rajshree Pathy as Managing Director of the Company for a period of 3 (three) years from 16<sup>th</sup> March 2012 to 15<sup>th</sup> March 2015, on a remuneration to be calculated at 5% (five percent) of the net profits of the Company per annum in the manner provided under section 349 and 350 of the Companies Act, 1956.ò

**“RESOLVED FURTHER THAT** in the absence of profits or inadequacy of profits in any year, the remuneration payable to the Managing Director shall, and subject to the approval of the Central Government, be as under:

Salary            Rs.12,50,000/- per month

Perquisites    Contribution to Provident Fund, Superannuation Fund and Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

Provision of Company's mobile phone and telephone at her residence for official purposes.

Provision of Company's car with driver for official purposes.

Mr.G.R.Karthikeyan vacated the Chair and the meeting continued with Ms.Rajshree Pathy in the Chair.

#### **Item No.6**

#### **Reappointment of Mr. R. Varadarajan as Wholetime Director and payment of remuneration**

Proposed by: Mr.K.Narendra proposed the following as special resolution.

Seconded by: Mr.S.Kuppuswamy.

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, consent of the Company be and is hereby accorded to the re-appointment of Mr.R.Varadarajan as Wholetime Director of the Company for a period of 3 (three) years from 5<sup>th</sup> June 2011 to 4<sup>th</sup> June 2014, on a remuneration as set-out below:

Salary                Rs.4,00,000/- per month

Perquisites    Leave travel allowance of Rs.2,00,000/- per annum.  
Encashment of earned leave not exceeding one month’s salary per annum at the end of the tenure.  
Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.  
Gratuity payable at a rate not exceeding half month’s salary for each completed year of service.  
Provision of company’s car with driver for official use  
Provision of a mobile phone and telephone at his residence for official use.

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration payable to Mr.R.Varadarajan shall be such amount as may be fixed by the Remuneration Committee of the Board of Directors, not exceeding the salary and perquisites limit set-out above and such remuneration shall be subject to the approval of the Central Government, if required, in terms of Paragraph C of Section II, Part II of Schedule XIII to the Companies Act, 1956.”

The Chairperson put the resolution to vote and it was carried unanimously.

**Item No.7**

**Amendment to EGM Notice dated 28.5.2009**

Ms. Rajshree Pathy, Chairperson and Managing Director informed that she is interested in the subject and hence vacated the Chair.

Mr.G.R.Karthikeyan, Director was unanimously requested to occupy the Chair and conducted the proceedings.

Proposed by: Mr.R.Janakiraman proposed the following as special resolution.

Seconded by: Mr.K.S.Balasubramanian

**“RESOLVED THAT** the special resolution passed in terms of section 81(1A) of the Companies Act, 1956, for issue of 11,00,000 (eleven lakhs only) preferential warrants / shares on conversion of such equity warrants to Ms.Rajshree Pathy at the Extraordinary General Meeting held on 28<sup>th</sup> May 2009, be and is hereby amended by deleting para f (5) therein, thereby restricting the number of shares to be locked-in post exercising the option at 11,00,000 (eleven lakhs only), being the quantity required to be so locked-in pursuant to the applicable regulations of the Securities and Exchange Board of India (SEBI)à

The Chairman put the resolution to vote and it was carried unanimously.

Mr.G.R.Karthikeyan vacated the Chair and the meeting continued with Ms.Rajshree Pathy in the Chair.

As there was no other business, the meeting concluded with a vote of thanks to the Chair.

**Sd/-**

**Ms.RAJSHREE PATHY**  
**Chairperson and Managing Director**

**Place : Coimbatore**  
**Date : 11<sup>th</sup> August 2011**