

Notice

NOTICE is hereby given that the Twenty-Second Annual General Meeting of **Shree Renuka Sugars Limited** will be held on Saturday, 29th September, 2018 at 1.30 p.m. at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belagavi - 590 001 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and the consolidated financial statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Stephen Ho Kiam Kong (DIN: 07584449), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors for raising, borrowing and availing loans and other credit facilities, whether by way of loans, bonds, foreign currency borrowings or any other instruments from any person including banks, financial institutions, which when aggregated together with all existing borrowings of the Company shall not exceed by ₹ 6,000 crores.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, desirable and to resolve any question or difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

4. **To consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in partial modification/ supersession of the special resolution passed by the Company under Section 180(1)(a) of the Companies Act, 2013, through Postal Ballot on 7th October, 2014 and pursuant other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the

Board to exercise its powers including the powers conferred by this Resolution), to create such charges, mortgages, hypothecations, pledges etc. in addition to the existing charges, mortgages, hypothecations, pledges etc. already created by the Company, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or movable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the Bank or Banks, Financial Institutions, lending institutions, person or persons, hereinafter referred to as the lenders, and/or trustees to secure borrowings upto an aggregate amount not exceeding ₹ 6,000 Crores (Rupees Six Thousand Crores) subject to the limits approved under Section 180(1)(c) of the Act, together with interest at the respective agreed rates by issue of Non-Convertible Debentures, Bonds, Term Loans, and/or other instruments including foreign currency borrowings, as the Board may deem fit, to be issued in one or more tranches, to Indian/ Foreign Banks, Institutions, Investors, Mutual Funds, Companies, other Corporate Bodies, Resident/ Non-resident Indians, Foreign Nationals, and other eligible investors, and upon such terms and conditions, as may be decided by the Board, including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, entered into by the Company in respect of the said Debentures/Bonds/term loans/other instrument(s) including Foreign Currency borrowings, in terms of their issue.

RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/ pari passu/subservient with/to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more whole-time directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents/

deeds/writings/agreements, as may be required, and to do all such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question(s), difficulty(ies) or doubt that may arise in regard to creating mortgage/charge as aforesaid or otherwise considered to be in the best interests of the Company."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Madhu Rao (DIN: 02683483), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 27th June, 2018 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of 5 (Five) consecutive years with effect from 27th June, 2018."

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/or sanctions which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) including material related party transactions of purchase and/or sale of sugar and/or coal and to renew these transactions, from time to time, at any time in future, as per details given below:

Sr. No.	Name of Related Party/ Entity	Nature of Relationship	Nature and Particulars of Contract	Estimated amount per annum (₹ in crores)
1	Adani Wilmar Limited	Entity & Company are joint ventures of the same third party, Wilmar Group	Purchase/ sale of sugar/coal	1,000
2	Wilmar Sugar Pte. Ltd.	Entity & Company is subsidiary/ joint venture of the same third party, Wilmar Group	Purchase/ sale of sugar	3,000
3	Wilmar Sugar Holdings Pte. Ltd.	Holding Company of Shree Renuka Sugars Limited	Sale of sugar	2,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any

other laws and regulations as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), and other applicable provisions; pursuant to the application received by the Company on 30th July 2018 requesting for such reclassification and subject to necessary approvals from the Stock Exchanges and other appropriate statutory authorities, as may be necessary; the approval of the Members, be and is hereby accorded to reclassify the following persons/entities (hereinafter individually & jointly referred to as the "Applicants") and currently forming part of the "Promoter and Promoter Group" holding 120,91,705 equity shares aggregating to 0.63% of the

paid-up equity share capital of the Company, from "Promoter & Promoter Group shareholders" of the Company to the "Public Shareholders" of the Company:

Sr. No.	Name	Category	Number of Equity Shares	% of the Paid-up Equity Share Capital
1	Mrs. Vidya Murkumbi	Promoter	12,28,800	0.06
2	Mr. Narendra Murkumbi	Promoter	1,08,12,905	0.56
3	Mrs. Apoorva Murkumbi	Promoter Group	50,000	0.00
4	Mr. Dilip Deshpande	Promoter Group	0	0.00
5	Mrs. Supriya Rojekar	Promoter Group	0	0.00
6	Ms. Malvika Narendra Murkumbi	Promoter Group	0	0.00
7	Ms. Inika Narendra Murkumbi	Promoter Group	0	0.00
8	Mrs. Anuradha Kulkarni	Promoter Group	0	0.00
9	Narendra Madhusudan Murkumbi (HUF)	Promoter Group	0	0.00
10	Murkumbi Investments Private Limited	Promoter	0	0.00
11	Khandepar Investments Private Limited	Promoter	0	0.00
12	Agri Venture Trading And Investment Private Limited	Promoter	0	0.00
Total			1,20,91,705	0.63

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Applicants, the Company shall effect such re-classification in the statement of shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.

RESOLVED FURTHER THAT the any one of the Directors or Company Secretary of the Company, be and is hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making timely applications and intimations to Stock Exchange(s), and to execute all other documents, applications and undertakings required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution."

8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 4,50,000 (Rupees Four lakhs Fifty thousand) (plus applicable tax and out-of-pocket expenses, if any, for the purpose of Audit) to M/s B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) appointed as Cost Auditors by

the Board of Directors of the Company for conducting the cost audit for the financial year ending 31st March, 2019, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**
Sd/-

Rupesh Saraiya
Company Secretary

8th August, 2018, Mumbai

Regd. Office:

BC 105, Havelock Road,
Camp, Belagavi - 590 001.
CIN: L01542KA1995PLC019046

NOTES:

1. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business are annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint a proxy to attend and vote on a Poll instead of himself/herself and the proxy need not be a member of the Company.
3. The instrument appointing proxy(ies) must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies

- etc., must be supported by an appropriate resolution/ authority, as applicable. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
4. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
 5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the meeting, a member would be entitled to inspect, at any time between 9 a.m. and 6 p.m. during the working days of the Company, the proxies lodged provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
 6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
 7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st September, 2018 to Saturday, 29th September, 2018, (both days inclusive).
 8. This Notice is being sent to all the members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 24th August, 2018.
 9. Electronic copy of the Annual Report for the year ended 31st March, 2018 including the Notice of the 22nd Annual General Meeting of the Company amongst other things, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail ID(s) 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 e-mail address, physical copies of the above mentioned documents are being sent by the permitted mode.
 10. Members/proxies are requested to hand over the duly filled-in and signed Attendance Slip at the entrance of the Hall while attending the meeting. Proxies should carry their identity proof at the meeting for the purpose of identification.
 11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 12. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings the relevant information in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is provided in the Notice of Annual General Meeting.
 13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company viz. Karvy Computershare Pvt. Ltd. ("KARVY").
 14. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered and Corporate Office of the Company on all working days except Saturdays, Sundays and public holidays, between 9.00 a.m. and 6.00 p.m. upto the date of Annual General Meeting.
 15. Members holding shares in physical mode are requested to advise about change of address to KARVY and members holding shares in electronic mode are requested to intimate their respective DPs about any change of address or Bank mandate and NOT to the Company or KARVY.
 16. Members who have not registered their e-mail addresses so far are requested to register/update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars etc. In respect of shares held in demat mode, e-mail addresses can be registered with the depository and members who hold shares in physical form are requested to register their e-mail addresses with KARVY.
 17. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote.

18. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

19. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

20. Process and Manner of remote e-voting

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 and Rules made thereunder, the Company is providing facility for voting by electronic means ("remote e-voting") to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice.

The Company has appointed Advocate Mr. Gururaj P. Mutalik (M. No. KAR/1535/06), as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the equity shares held by them as on 22nd September, 2018 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, may cast their vote electronically. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and is holding shares as on the Cut-off date i.e. 22nd September, 2018, may obtain the User ID and password in the manner as mentioned below:

(i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> Event number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL :
MYEPWD<SPACE>EVENTIN12345612345678

Example for CDSL :
MYEPWD<SPACE>EVENT1402345612345678

Example for Physical :
MYEPWD<SPACE>EVENTXXXX1234567

(ii) If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>,

the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

The process and manner for remote e-voting are as under:

(1) The Company has entered into an arrangement with Karvy Computershare Private Limited ("Karvy") for facilitating remote e-voting for the ensuing Annual General Meeting. The instructions for remote e-voting are as under:

- (i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'.
- (ii) Enter the login credentials, i.e. user-id & password, mentioned on the Attendance Slip / Email forwarded through the electronic notice:

User-ID	For shareholder(s)/ Beneficial Owner(s) holding Shares in Demat Form:- a) For NSDL:- 8 Characters DP ID followed By 8 Digits Client ID b) For CDSL:- 16 Digits Beneficiary ID For Members holding shares in Physical Form:- Folio Number registered with the Company
Password	Your Unique password is printed on the AGM Attendance Slip / sent via email forwarded through the electronic notice.
Captcha	Enter the Verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) Members holding shares in Demat / Physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through Karvy's e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc on first login. You may also enter the Secret Question and answer of your choice to retrieve

- your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.
- (v) You need to login again with the new credentials.
 - (vi) On successful login, system will prompt to select the 'Event', i.e. 'SHREE RENUKA SUGARS LIMITED'.
 - (vii) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other company, then your existing login id and password are to be used.
 - (viii) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.
 - (ix) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and 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.
 - (x) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 - (xi) Corporate / Institutional Members (corporate / FIs / FIIs / Trust / Mutual Funds / Banks, etc.) are required to send scanned copy (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to gururajmutalik@gmail.com with a copy to evoting@karvy.com. The file scanned image / pdf file of the Board Resolution should be in the naming format "Corporate Name".
- (2) Once you have cast your vote on a resolution you will not be allowed to modify it subsequently. Kindly note that once you have cast your vote you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
 - (3) The Portal will remain open for voting from: 9.00 a.m. on 26th September, 2018 to 5.00 p.m. on 28th September, 2018 (both days inclusive). The e-voting portal shall be disabled by Karvy thereafter.
 - (4) 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 <https://evoting.karvy.com>. In case of any grievances, you may contact Mr. Rajeev Kumar of Karvy Computershare Private Limited at 040-67162222 or at 1800-3454-001 (toll free); email: einward.ris@karvy.com.
 - (5) The Scrutinizer shall within a period not later than 3 (Three) days from the conclusion of the voting at the Annual General Meeting, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 (Three) days after the conclusion of the Annual General Meeting to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.
 - (6) The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.
 - (7) The results declared along with the Scrutinizer's Report(s) will be placed on the website of the Company immediately after it is declared by the Chairman, or any other person authorised by the Chairman, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.
21. A separate communication for shareholders holding shares in physical form is enclosed after the Notice of the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

As per the provisions of section 180(1)(c) and other applicable provisions of the Companies Act 2013, the Board of Director cannot, except with the consent of the Company in general meeting, borrow monies apart from temporary loan obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid up capital, free reserves and securities premium.

The consent of the Company is required under the provision of section 180(1)(c) and applicable provisions of the Companies Act 2013, authorizing the Board of Directors of the Company to borrow monies in excess of paid up capital and free reserve, and to specify total amount up to which the borrowing powers to be exercised.

The Company at its Annual General Meeting held on 26th September, 2014 had empowered the Board of Directors of the Company to borrow and raise money not exceeding ₹ 4,800 Crores.

To meet fund requirement of the Company's business and various other purposes, it requires to borrow monies time to time as may be circumstances warrant.

The Company may also be required to borrow monies to meet the fund requirement arising out of growth in the operations of the Company. It is desirable, as a matter of abundant caution also, to provide a sufficient margin for borrowing by one or another means as detailed in the resolution, to be covered under borrowing powers of the Board.

Therefore, it is proposed to increase the borrowing limits and to authorize and empower the Board to exercise powers in such a manner as they think fit in respect to borrow monies which may exceed the aggregate of the paid up capital, free reserves and securities premium of the Company provided that the outstanding principal amount of such borrowings at any point of time shall not exceed of ₹ 6,000 crores (Rupee Six thousand crores).

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the members by way of a Special Resolution.

Directors, Key Managerial Personnel of the Company and any of their relatives are not concerned or interested in the resolution, except to the extent of equity shares in the Company that may be held by them or any entity in which they may be deemed to be concerned or interested.

Item No. 4:

The resolution relates to authorizing the Board of Directors of the Company to create mortgage, charge, pledge, hypothecation, interest etc. on all or any of the present and future assets, undertakings, receivables, projects, agreements, rights, privileges, investments, securities, movable and immovable properties of the Company as described in the said Resolution.

As the Company is planning to pursue operations and projects, to meet fund requirement for the existing and future operation and for the Company's business and various other

purposes, it requires to borrow monies from time to time as may be circumstances warrant to meet the fund requirement of the Company and to augment its working capital, facilities, credit needs, repay or prepay high cost debts or restructuring of borrowing. The Company may also be required to borrow monies to meet the fund requirement arising out of growth in the operations of the Company.

The borrowings and credit facilities availed by the Company would need to be secured in manner, as may be agreed with Lenders, including by way of charge, mortgage, pledge, hypothecation and/or encumbrance on or in relation to the Company's assets, properties, undertaking etc. as described in the Resolution.

The Company had earlier empowered the Board of Directors of the Company to create mortgage, charge, pledge, hypothecation, interest etc. by way of a special resolution passed by the shareholders through Postal Ballot on 7th October, 2014.

In course of business and if circumstances warrant, there would be requirement to sale, lease or otherwise dispose off by entering into feasible arrangement to meet the fund requirement and business needs of the Company and considering that the documents to be executed with the Lenders may contain provisions in this respect including to take over substantial assets and undertakings of the Company or enforcement of the security as may be stipulated in that behalf in certain events, it is necessary to pass the resolution enabling the Board to exercise powers in this respect, if necessary, in interest of the Company.

The consent of the shareholders is required under the provision of section 180(1)(a) and applicable provisions of the Companies Act, 2013, authorizing the Board of Directors of the Company for creation of charge etc. on assets of the Company, as described in the Resolution, for an amount up to ₹ 6,000 crores (Rupee Six thousand crores). This resolution on coming into effect and being acted upon, would be in supersession of the earlier resolutions passed for the subject matter, however it will not affect to or invalidate the acts or deeds already executed under earlier resolution.

It is desirable, as a matter of abundant caution also, to authorize the Board sufficiently in respect to matters as mentioned in the resolution to meet the business requirement of the Company from time to time. For financial and other business detail, financial statements of company may be referred which is available on website of the Company.

Therefore, it is proposed to authorize and empower the Board to exercise powers in such a manner as they think fit in respect to the matters as set out the subject resolution.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the members by way of a Special Resolution.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of shares in the Company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Subject to applicable statutory provisions, the Company may enter into arrangement or transaction, in respect to subject matter of resolution, with its holding company, promoters, and/or with the companies, entities wherein the promoters, directors and KMP of the Company may be shareholder, director or otherwise interested or concerned.

Item No. 5:

The Board of Directors appointed Mr. Madhu Rao as an Additional Director of the Company on 27th June, 2018 as per the provisions of Sections 161, 149 and 152 of the Companies Act, 2013 ("the Act") for a period of 5 (five) consecutive years effective from 27th June, 2018, subject to the approval of the members.

In terms of Section 161 of the Act, he would hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Madhu Rao as an Independent Director of the Company.

The Nomination and Remuneration/Compensation Committee had recommended to the Board, the appointment of Mr. Madhu Rao as an Independent Director.

Mr. Rao is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both under 149(6) of the Act and under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Further, Mr. Rao has not been debarred from holding office of Director pursuant to any SEBI order or any other authority. In the opinion of the Board, Mr. Rao fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and are also independent of the management.

Considering expertise and vast knowledge of Mr. Rao, it is in the interest of the Company that he appointed as Independent Director of the Company. Brief resumes of Mr. Rao, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/

chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the Listing Regulations and under the provisions of Secretarial Standard-2 on General Meetings are provided in this Notice of Annual General Meeting.

Copy of the draft letter of appointment of Mr. Rao as an Independent Director setting out the terms and conditions are available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under the Listing Regulations.

Mr. Rao is interested in the resolution set out at Item No. 5 of the Notice, with regard to his appointment.

The relatives of Mr. Rao may be deemed to be interested in the resolution set out at No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in this resolution.

The Board recommends the Resolution at Item No. 5 of the Notice for approval of the members by way of an Ordinary Resolution.

Item No. 6:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 6 are at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company, as per the last audited financial statements of the company.

The Company proposes to enter into transaction with related parties as provided in Resolution at Item No. 6, from time to time, at the agreed terms of the transactions between the parties. The Audit Committee has approved the said related party transactions which were placed before it in its meeting and has noted that these transactions are in the ordinary course of business and are at arm's length. Further, the management also believes that transactions

under these contracts are on an arm's length basis. Further, the said transactions may qualify as material Related Party transactions under the Listing Regulations. Accordingly, the members' approval is sought for the same.

Information relating to transactions viz. names of the related parties and relationships, monetary value of the transactions are mentioned in the resolution. The terms are determined from contract to contract, as agreed between the parties; and the transactions are in the ordinary course of the business of the Company and are at arm's length basis. Any other information relevant or important for the members to make a decision on the transaction is not applicable.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Jean-Luc Bohbot and Mr. Stephen Ho Kiam Kong by virtue of their positions in Wilmar Sugar Pte. Ltd.; and Mr. Atul Chaturvedi by virtue of his position as Director in Adani Wilmar Limited.

The Board recommends the Resolution at Item No. 6 of the Notice for approval of the members by way of an Ordinary Resolution.

Item No. 7:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") has provided a regulatory mechanism for classification of Promoters & Promoter Group as Public Shareholders subject to fulfillment of conditions as provided therein.

In connection with the debt restructuring package, Wilmar Sugar Holdings Pte. Ltd. ("WSH"), Wilmar International Limited, the Company and the Applicants have, executed the termination agreement dated 9th March, 2018 ("JV Termination Agreement"), pursuant to which the earlier

joint venture agreement dated 20th February, 2014 entered into amongst them, which governed their mutual rights and obligations as shareholders including but not limited to management rights, reserved matters and transfer restrictions, has been terminated. The JV Termination Agreement, inter alia, contemplates that post completion of the open offer undertaken by WSH, the Applicants ceasing to exercise control over the Company, the Applicants shall be entitled to undertake all necessary steps and actions under applicable laws, including but not limited to, Regulation 31A of the Listing Regulations, to reclassify themselves as Public Shareholders of the Company. The process of open offer has since been completed.

In this regard, the Company has received applications from the Applicants (as set out below) on 30th July, 2018 seeking to be reclassified as Public Shareholders pursuant to Regulation 31A of the Listing Regulations.

The Applicants, in their letter, have confirmed that they hold only 0.63% of equity shares in the Company, do not have any special rights through formal and informal arrangements, that all shareholding agreements granting special rights to them have been terminated, and that they exercise no direct or indirect control over the affairs of the Company.

Further they do not hold any key managerial position and post reclassification, none of them will continue as key managerial personnel of the Company. They do not have any representation on the Board, except Mr. Narendra Murkumbi who is presently continuing to serve on the Board in the capacity of a non-executive director. They do not have any right to appoint any new director on the Board. They are not controlled by the remaining promoters of the Company (i.e. WSH), as per the definition of promoter group as provided in Regulations 2(1)(zb)(ii) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Sr. No.	Name	Category	Number of Equity Shares	% of the Paid-up Equity Share Capital
1	Mrs. Vidya Murkumbi	Promoter	12,28,800	0.06
2	Mr. Narendra Murkumbi	Promoter	1,08,12,905	0.56
3	Mrs. Apoorva Murkumbi	Promoter Group	50,000	0.00
4	Mr. Dilip Deshpande	Promoter Group	0	0.00
5	Mrs. Supriya Rojekar	Promoter Group	0	0.00
6	Ms. Malvika Narendra Murkumbi	Promoter Group	0	0.00
7	Ms. Inika Narendra Murkumbi	Promoter Group	0	0.00
8	Mrs. Anuradha Kulkarni	Promoter Group	0	0.00
9	Narendra Madhusudan Murkumbi (HUF)	Promoter Group	0	0.00
10	Murkumbi Investments Private Limited	Promoter	0	0.00
11	Khandepar Investments Private Limited	Promoter	0	0.00
12	Agri Venture Trading And Investment Private Limited	Promoter	0	0.00
Total			1,20,91,705	0.63

Vide their letter dated 30th July 2018, the Applicants have requested the Company for reclassification of the persons (as mentioned in the table above) as Public Shareholders and their shareholding as public shareholding.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board at their meeting held on 8th August, 2018 have approved the application for reclassification received by the Company as above from Promoter and Promoter Group category to Public category, subject to approval by the members and relevant regulatory authorities. As required, intimation has been sent to Stock Exchanges (where the shares of the Company are listed), based on the declaration received from the Applicants.

Further, as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding, as on the date of this notice, fulfils the minimum public shareholding requirement of at least 25% and the proposed reclassification does not intend to increase the public shareholding to achieve compliance with the minimum public shareholding requirement.

Further, in accordance with Regulation 31A of the Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtain the consent of the shareholders of the Company, for the said reclassification.

Except Mr. Narendra Murkumbi, who is continuing to act as a non-executive director, none of the other directors, key managerial personnel, or their relatives are concerned or interested in this resolution except to the extent and manner set out in the resolution.

The Board recommends the passing of the resolution as set out under item No. 7 for approval of the Members as an Ordinary Resolution.

The relevant documents in this regard are available for inspection in physical and/or electronic form, between 9:00 a.m. to 6:00 p.m. on all working days i.e., Monday to Friday, till

29th September, 2018, at the registered office of the Company and copies thereof will also be made available for inspection in physical or electronic form at the corporate office of the Company.

Item No. 8:

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and payment of remuneration of ₹ 4,50,000 (Rupees Four lakhs Fifty thousand) (plus applicable tax and out-of- pocket expenses, if any,) to M/s B. M. Sharma & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the passing of the resolution as set out under item No. 8 for approval of the Members as an Ordinary Resolution.

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Sd/-

Rupesh Saraiya

Company Secretary

8th August, 2018, Mumbai

Regd. Office:

BC 105, Havelock Road,

Camp, Belagavi – 590 001.

CIN: L01542KA1995PLC019046

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to the provisions of i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mr. Madhu Rao	Mr. Stephen Ho Kiam Kong
Date of Birth	23-12-1951	05-09-1959
Date of Appointment	27-06-2018	22-08-2016
Qualification	<ol style="list-style-type: none"> Commerce Graduate from Mumbai University (1971) Chartered Accountant (1974) 	<ol style="list-style-type: none"> Graduated from the Victoria University of Wellington, New Zealand Advanced Management Programme at Harvard Business School.
Expertise in specific functional area/ Brief Profile	Mr. Rao was a Partner with N M Rajji & Co, Chartered Accountants for about 12 years. Thereafter, he was associated with Shangri-La Hotels & Resorts (now a part of Shangri-La Asia Ltd.) for about 30 years as CFO, President & Vice Chairman and Executive Director.	Mr. Stephen Ho Kiam Kong was appointed the Chief Financial Officer of Wilmar International Limited in November 2011. He is in charge of the Wilmar Group's finance, treasury and risk management functions. He has assumed different roles in Royal Philips where he served for 12 years, including Head of Finance and a member of the Greater China Management team, Asia Pacific CFO, Head of Treasury and Finance for an independent JV business, and Head of Corporate Finance in their Regional Finance Center. Prior to this, he was with major international financial institutions in Singapore, Hong Kong and New York.
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	-	-
Membership/ Chairman of the Committees of the Board of other public limited companies (Membership/ Chairmanships of only Audit Committees and stakeholders Relationship Committees in other public limited Companies have been considered.)	-	-
Number of shares held in the Company	-	-
Terms and Condition of appointment	To be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. 27 th June, 2018	To be appointed as Director of the Company; liable to retire by rotation.
Number of meetings of the Board attended during the financial year	NA	9 out of 13 meeting held during the year
Remuneration last drawn	-	-
Remuneration proposed to be paid	-	-
Relationship with Directors inter-se	-	-

**SHREE RENUKA SUGARS LIMITED**

CIN: L01542KA1995PLC019046

Regd. Office: BC 105, Havelock Road, Camp, Belagavi – 590001

Website: www.renukasugars.com, Email einward.ris@karvy.com

Tel No.: +91-831-2404000

COMMUNICATION TO THE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

- Sub.: (1) Mandatory updation of PAN and Bank details against your physical holding; and
(2) No physical transfers pursuant to SEBI- LODR notification**

The Securities and Exchange Board of India has by its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018 mandated that the companies through their Registrar and Transfer Agents ("RTA") take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form.

Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration/updation.

As per the records available with us, your folio needs to be updated with the PAN/Bank Account details. You are therefore requested to submit the following to update the records immediately on receipt of the letter to enable us to update the records

Action required from you

- Enclosed format duly filled in and signed by all the shareholders
- Self-attested copy of Pan Card of all the holders of the security
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder
- Address proof (self-attested Aadhaar-card) of the first holder
- Any change in the name of the holders

Members may please be informed that, pursuant to SEBI LODR Amendment Regulations, effective 5th December, 2018, requests for effecting transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a depository. Hence investors are encouraged to demat their physical holding for any further transfer.

In case, if you have any queries or need any assistance in this regard, please contact Karvy Computershare Private Ltd. at the following address:

Karvy Computershare Private Limited

Unit : SHREE RENUKA SUGARS LIMITED

Karvy Selenium Tower B, Plot 31-32,

Gachibowli, Financial District, Nanakramguda,

Hyderabad - 500 032

Tel No.: +91 40 6716 2222/6716 1700

Email : einward.ris@karvy.com

Thanking you,

Yours faithfully,

for **Shree Renuka Sugars Limited**

Sd/-

Rupesh Saraiya

Company Secretary & Compliance Officer

Encl: As above

**SHREE RENUKA SUGARS LIMITED**

CIN: L01542KA1995PLC019046

Regd. Office: BC 105, Havelock Road, Camp, Belagavi – 590001

Website: www.renukasugars.com, Email einward.ris@karvy.com

Tel No.: +91-831-2404000

FORMAT FOR FURNISHING PAN AND BANK DETAILS

To

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32

Gachibowli, Financial District, Nanakramguda

Hyderabad - 500 032

Dear Sir,

Unit: SHREE RENUKA SUGARS LIMITED

I/we furnish below our folio details along with PAN and Bank mandate details for updation and confirmation of doing the needful. I/we are enclosing the self-attested copies of PAN cards of all the holders, original cancelled cheque leaf, Bank pass book and address proof viz. Aadhaar card as required for updation of the details:

Folio No.	
Address of the 1 st named shareholder as per the share certificate	
Mobile No.	
E-Mail id	

Bank Account Details (for electronic credit of unpaid dividends and all future dividends):			
Name of the Bank			
Name of the Branch			
Account Number (as appearing in your cheque book)			
Account Type (Saving / Current / Cash Credit)	Saving	Current	Cash Credit
9 Digit MICR Number (as appearing on the cheque issued by the bank)			
11 Digit IFSC Code			

	Pan No.	Name	Signature
First Holder :			
Joint Holder 1 :			
Joint Holder 2 :			

Date:

Place:

NB: The above details will not be updated if the supporting documents are not attached and not duly signed by all the shareholders.



ATTENDANCE SLIP

CIN: L01542KA1995PLC019046

Registered Office: BC 105, Havelock Road, Camp, Belagavi - 590 001

Tel: 0831-2404000 | website: www.renukasugars.com

E-mail: einward.ris@karvy.com

Name & Address of the Member:

Folio No. / DP ID No.:

Client ID No.:

No. of Shares:

I/we hereby record my/our presence at the **22nd Annual General Meeting** of the Company held on **Saturday, 29th September, 2018 at 1.30 p.m. at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belagavi - 590001, Karnataka, India.**

Name of the shareholder / proxy*	Signature of the shareholder / proxy*

*Strikeout whichever is not applicable

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password / PIN
4147		

Notes:

- Please fill this Attendance Slip and hand over at the entrance of the Meeting Hall.
- Duplicate slips will not be issued at the entrance of the Hall.



PROXY FORM

CIN: L01542KA1995PLC019046

Registered Office: BC 105, Havelock Road, Camp, Belagavi - 590 001.

Tel: 0831-2404000 | website: www.renukasugars.com

E-mail: einward.ris@karvy.com

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

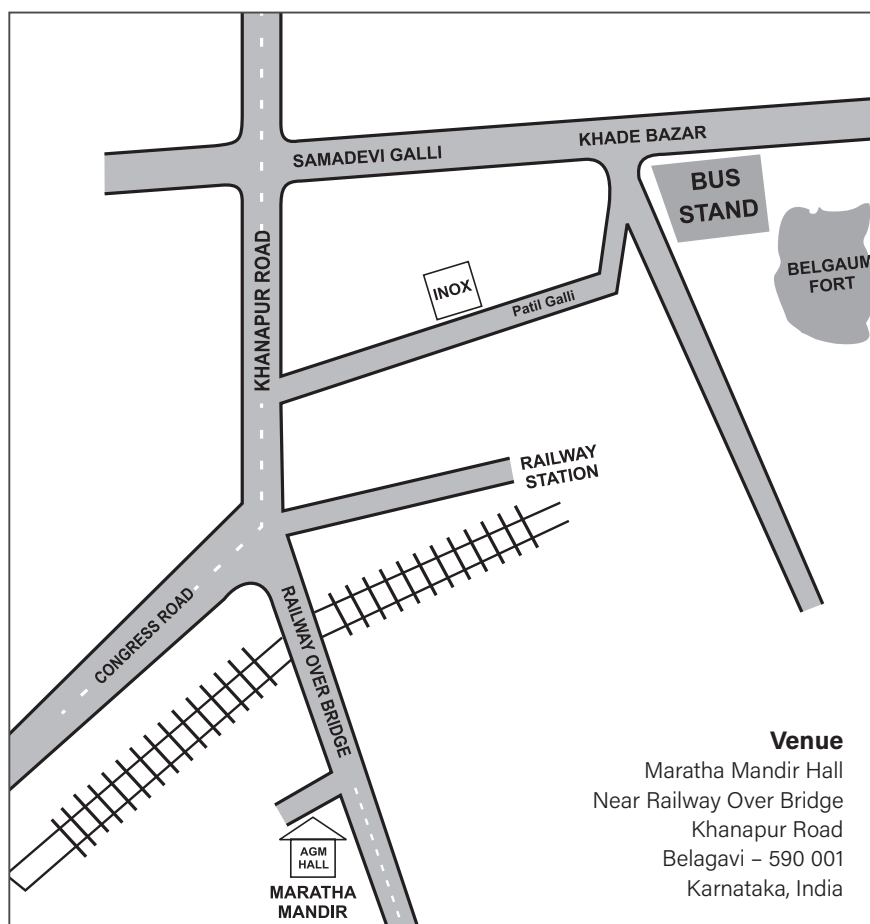
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / DP ID No.	Client ID No.

I/We, _____ being the Member(s) of Shree Renuka Sugars Limited holding _____ shares of the Company, hereby appoint:

- Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____ or failing him
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____

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 **22nd Annual General Meeting** of the Company to be held on **Saturday, 29th September, 2018 at 1.30 p.m. at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belagavi - 590001, Karnataka, India** and at any adjournment thereof in respect of such resolutions as are indicated overleaf.

ROUTE MAP OF AGM VENUE



Item No.	Resolutions	Vote (Optional, See Note 2)	
		For	Against
Ordinary Business:			
1.	To consider and adopt the audited standalone and the consolidated financial statements of the Company for the financial year ended 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Stephen Ho Kiam Kong (DIN: 07584449), who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
3.	To approve increase in borrowing limit under Section 180(1)(c) of the Companies Act, 2013		
4.	To approve authority to create charge, mortgage etc. as per Section 180(1)(a) of the Companies Act, 2013		
5.	To approve appointment of Mr. Madhu Rao (DIN: 02683483) as an Independent Director		
6.	To approve material Related Party Transactions		
7.	To approve reclassification of Promoters		
8.	To ratify remuneration of Cost Auditors		

Signed this _____ day of September, 2018

Signature of shareholder

Signature of proxy holder(s)

Affix Revenue Stamp

Notes:

1. 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 the Meeting.
2. It is optional to indicate your preference by tick mark. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.