



September 8, 2015

Listing Department, National Stock Exchange of India Ltd., Exchange Plaza Bandra Kurla Complex Bandra (East) Mumbai – 400 051 Fax No. : 022 – 2659 8237 / 38 <u>cmlist@nse.co.in</u>	Dept. of Corporate Services, BSE Ltd., P. J. Towers Dalal Street Mumbai – 400 001 Fax No. : 2272 2039 / 3719 <u>corp.relations@bseindia.com</u>
NSE Symbol: RENUKA	BSE Scrip Code: 532670

Dear Sir,

Sub: 19th Annual General Meeting of the Company

This is further to our letter dated August 24, 2015, whereby it was informed that the 19th Annual General Meeting (AGM) of the Company will be held at 11.30 a.m. on Wednesday, September 30, 2015 at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belgaum 590006.

In this connection, please find enclosed herewith six copies of Notice convening the AGM and six copies of Annual Report of the Company for the financial year 2014-2015 along with Form A, pursuant to Clause 31 of the Listing Agreement.

The Company is providing remote e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is September 23, 2015. The remote e-voting will commence on September 27, 2015 at 9.00 a.m. and end on September 29, 2015 at 5.00 p.m.

Please take the same on your records and oblige.

Thanking you,

Yours faithfully,

For **Shree Renuka Sugars Limited**

Naveen Manghani
Company Secretary



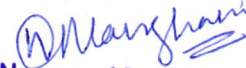
Encl: A/a

Shree Renuka Sugars Limited

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W www.renukasugars.com • Corporate Identification No. : L01542KA1995PLC019046


Naveen Manghani
Company Secretary
ACS No. - 20720

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of Shree Renuka Sugars Limited will be held on Wednesday, September 30, 2015 at Maratha Mandir Hall, Near Railway Over Bridge, Khanapur Road, Belgaum - 590 006 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vijendra Singh (DIN 03537522), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Ashok Kumar, Prabhashankar & Co., Chartered Accountants (Firm Registration No. 0049825), be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution as a Special 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Robert Taylor (DIN 00010681), 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 re-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 April 1, 2015."

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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashit Mallick (DIN 02139851), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 24, 2015 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 3 (three) consecutive years with effect from June 24, 2015."

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

"RESOLVED THAT pursuant to the provisions of Section 152 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), Mr. Jean-Luc Bohbot (DIN 06857132), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 24, 2015 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 a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 152 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), Mr. Atul Chaturvedi (DIN 0017535), who was appointed by the Board of Directors as an Additional Director of the Company with effect from June 24, 2015 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 a Director of the Company, liable to retire by rotation."

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 only) (plus service 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 March 31, 2016, 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**

Place: **Mumbai**
Date: **August 24, 2015**

Naveen Manghani
Company Secretary

Regd. Office:
BC 105, Havelock Road,
Camp, Belgaum – 590 001.

NOTES:

- 1. 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.**
- 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. 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. During the period beginning 24 hours before the time fixed for the commencement of the meeting 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.

- 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.
- The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the special business under item Nos. 4 to 8, is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2015 to Wednesday, September 30, 2015, (both days inclusive).
- 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 August 21, 2015.
- Electronic copy of the Annual Report for the year ended March 31, 2015 including the Notice of the 19th Annual General Meeting of the Company inter alia 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 is being sent in the permitted mode.
- 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.
- 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.
- As required under Clause 49 of the Listing Agreement, the relevant information in respect of the Directors

seeking appointment / re-appointment at the Annual General Meeting is provided in the Report on Corporate Governance forming part of the Annual Report.

9. 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 Agents of the Company viz. Karvy Computershare Pvt. Ltd. ("KARVY").
10. All relevant documents referred to in the accompanying Notice are open for inspection by members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.
11. 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.
12. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205C of the Companies Act, 1956), as amended and rules thereof, dividend which remains unpaid or unclaimed for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company has transferred the unpaid/ unclaimed dividend for the financial year 2006-07 to IEPF. Members who have not encashed their dividend warrant(s) for earlier years are requested to make their claim by specifying their Folio No./DP ID and Client ID to the Registrar and Share Transfer Agent, Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad-500 081, e-mail: einward.ris@karvy.com. Unpaid/Unclaimed dividend for the financial year 2007-08, must be claimed on or before February 6, 2016 as amount remaining unclaimed after the said date, would be transferred to IEPF within a period of 30 days from thereof.
13. **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.**
14. In compliance with Clause 35B of the Listing Agreement with the Stock Exchange(s) 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.

15. 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.
16. 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.
17. Remote E-Voting

The Company is pleased to provide e-voting facility to the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. The facility for voting by ballot or polling paper shall also be made available at the Annual General Meeting and the shareholders attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already 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.

The Company has appointed Mr. Gururaj Mutalik, Advocate as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on September 23, 2015, 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 on the Cut-off date should treat this Notice for information purposes only.

Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at einward.ris@karvy.com. However, if you are already registered with Karvy for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you will need to go through 'Forgot Password' option available on the Karvy's e-voting website to reset the same.

18. The complete particulars of the venue of the Meeting including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the Meeting is also hosted along with the Notice on the website of the Company i.e. www.renukasugars.com.

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 Annual General Meeting. The instructions for remote e-voting are as under:

- (i) Open your web browser during the e-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 c) 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 / FII's / 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 September 27, 2015 to 5.00 p.m. on September 29, 2015 (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. K S Reddy 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 Chairperson of the Company. The Chairperson, or any other person authorised by the Chairperson, 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 www.renukasugars.com and on Karvy's website (<https://evoting.karvy.com>) immediately after it is declared by the Chairperson, or any other person authorised by the Chairperson, and the same shall be communicated to National Stock Exchange of India Limited and BSE Limited.

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

Item No. 4:

The members of Company at its 18th Annual General Meeting had appointed Mr. Robert Taylor as an Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013 ("the Act") for a period of 1 year effective from April 1, 2014.

Pursuant to Section 149(10) of the Act, upon expiry of the term of appointment of an Independent Director, such Independent Director is eligible for re-appointment on passing of a special resolution by the Company. Independent Directors are not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

It is proposed to re-appoint Mr. Robert Taylor as an Independent Director to hold office for a period for 5 (five) consecutive years with effect from April 1, 2015. The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Robert Taylor for the office of Director of the Company.

Mr. Robert Taylor 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 Mr. Robert Taylor that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board and as per performance evaluation of Mr. Robert Taylor, he fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Agreement and is also independent of the management.

Brief resume of Mr. Robert Taylor, 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 Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter of appointment of Mr. Robert Taylor as Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Mr. Robert Taylor is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment.

The relatives of Mr. Robert Taylor may be deemed to be interested in the resolution set out at Item No. 4 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 Special Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

Item No. 5:

The Board of Directors at its meeting held on June 24, 2015 appointed Mr. Ashit Mallick as an Additional Director as per the provisions of Sections 161, 149 and 152 of the Companies Act, 2013 ("the Act") for a period of 3 (three) consecutive years effective from June 24, 2015, subject to the approval of the members.

In terms of Section 161 of the Companies Act, 2013, his appointment as a Director ceases on the date of the Annual General Meeting.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ashit Mallick as an Independent Director of the Company.

Mr. Ashit Mallick 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 Mr. Ashit Mallick that he meets with the criteria of independence as prescribed both under 149(6) of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. Ashit Mallick fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement and is also independent of the management.

Brief resume of Mr. Ashit Mallick, 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 Clause 49 of the Listing Agreement, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letter of appointment of Mr. Ashit Mallick as Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Mr. Ashit Mallick is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. The relatives of Mr. Ashit Mallick may be deemed to be interested in the resolution set out at Item 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 Ordinary Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

Item Nos. 6 & 7:

Pursuant to the terms of the Joint Venture (JV) Agreement with Wilmar Sugar Holdings Pte Ltd., (WSH) dated February 20, 2014, WSH nominated directorship of Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi. The Board of Directors at its meeting held on June 24, 2015 has appointed Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi as Additional Directors with effect from June 24, 2015 as per the provisions of Section 161 of the Companies Act, 2013 ("the Act") to hold office from the date of the said meeting till the date of the ensuing Annual General Meeting of the Company.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi for the office of Director of the Company, liable to retire by rotation.

Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

Brief resume of Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi, nature of their 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 Clause 49 of the Listing Agreement are provided in the Corporate Governance Report forming part of the Annual Report. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement.

Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi are interested in the respective resolutions set out at Item Nos. 6 & 7 of the Notice, respectively, with regard to their appointments. The relatives of Mr. Jean-Luc Bohbot and Mr. Atul Chaturvedi may be deemed to be interested in the resolution set out respectively at Item Nos. 6 & 7 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 the said resolutions.

The Board recommends the Ordinary Resolution set out at Item Nos. 6 & 7 of the Notice for approval of the shareholders.

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 only) (plus service 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 March 31, 2016.

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 Ordinary Resolution set out at Item No. 8 of the Notice for approval of the shareholders.

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

Place: **Mumbai**
Date: **August 24, 2015**

Naveen Manghani
Company Secretary

Regd. Office:
BC 105, Havelock Road,
Camp, Belgaum – 590 001.

ROUTE MAP OF AGM VENUE

