

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **Vishwaraj Sugar Industries Limited** will be held on Tuesday, 24th September, 2019 at 4.00 P.M. at the Registered Office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2019 and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. Umesh Vishwanath Katti (DIN: 01461050) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a Director in the place of Mr. Lava Ramesh Katti (DIN: 02777164) who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*: -

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, and as amended from time to time, and such other permissions as may be necessary, the remuneration Rs.1,50,000/- (Rupees One Lakh and Fifty Thousand Only) plus applicable Taxes and reimbursement of out of pocket expenses at actuals to M/s. S. K. Tikare & Co, Cost Accountant who were appointed by the Board of Directors of the Company, upon the recommendation of Audit Committee, as “Cost Auditors” to conduct the audit of the cost records maintained by the Company for Financial Year ending 31st March, 2020, be and is hereby ratified and approved.”

RESOLVED FURTHER THAT Mr. Nikhil Katti, Managing Director of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*: -

“RESOLVED THAT pursuant to the provisions of Section 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. Mukesh Kumar (DIN: 02827073), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st March, 2019 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 Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of section 196, 197, and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and schedule V to the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), the appointment of Mr. Mukesh Kumar (DIN: 02827073), to the office of Whole Time Director of the Company, designated as the Executive Director for a period of 3 years w.e.f 01.03.2019 at a remuneration not exceeding Rs. 3,00,000/- (Rupees Three Lakhs only) per month inclusive of perquisites, by the Board of Directors, as approved by the Nomination and Remuneration Committee, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to increase or decrease the overall remuneration subject to the maximum limit of Rs.3,00,000/- (Rupees Three Lakhs only) per month inclusive of perquisites or make any variation(s), alteration(s), addition(s), deletion(s), to the aforementioned remuneration structure, as it may deem fit and proper, during the currency of tenure of Mr. Mukesh Kumar (DIN: 02827073), as the Executive Director of the Company.

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/inadequacy of profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible as per Schedule V of the Act and that no Commission will be paid.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary, alter or modify the terms and conditions of his appointment including remuneration, commission and/or perquisites payable or to be provided (including any monetary value thereof) to him in such manner as may be agreed to between the Board of Directors and Mr. Mukesh Kumar (DIN: 02827073).

RESOLVED FURTHER THAT Mr. Nikhil Katti, Managing Director be and is hereby authorised to take all steps necessary for giving effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time) read with Schedule IV of the Act as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, Mr. Surendra Khot (DIN: 03504813), who was appointed as an Independent Director of the Company for a term of five years up to 21st September, 2019, by the members at the 19th Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for reappointment and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Non- Executive Director of the Company to hold

office for second term of five consecutive years with effect from 22nd September upto a period of 5 years and whose period of office shall not be liable to retire by rotation”;

RESOLVED FURTHER THAT any of the Directors of the Company and/or the Company Secretary be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

By Order of the Board of Director
For **Vishwaraj Sugar Industries Limited**

Sd/-
Umesh Vishwanath Katti
Chairman

DIN: 01461050

341, Town/vill: Bellad Bagewadi

Taluk: Hukkeri Belgaum 591305

Karnataka, India

Place: **Bellad Bagewadi**

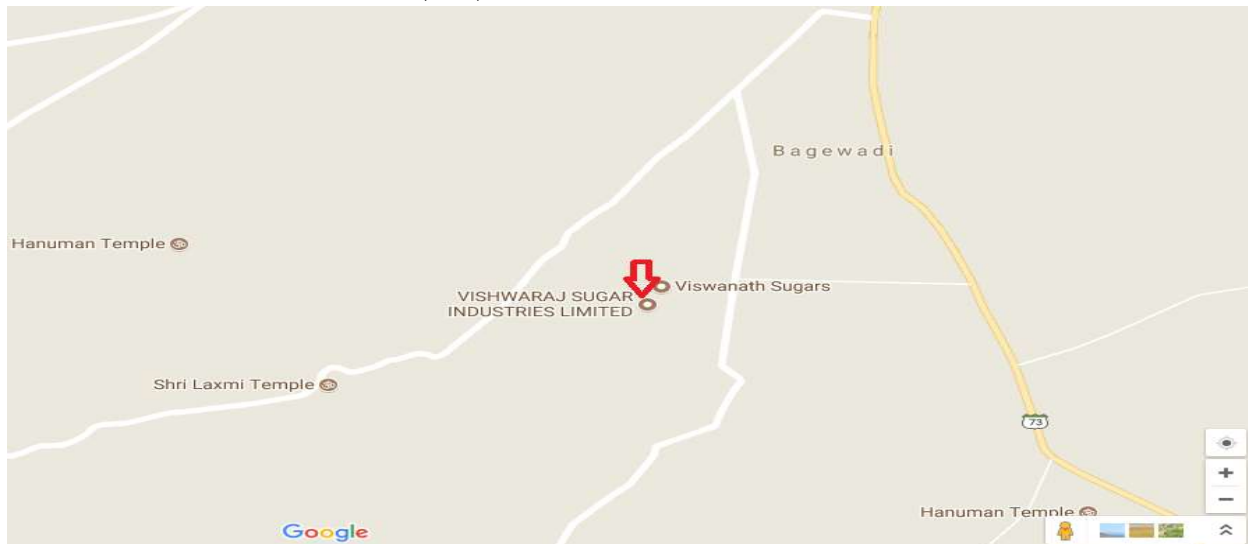
Date: 28.08.2019

NOTES:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
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. Proxies, if any, in order to be effective, must be received at the Company’s Registered Office not later than 48 (Forty-Eight) hours before the time fixed for holding the meeting. 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 the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors. M/s. Gojanur & Co, Chartered Accountants, (bearing Registration No. 000941S) shall continue to hold the office of Statutory Auditors of the Company till the conclusion of the Twenty Seventh Annual General Meeting.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. Corporate Members are requested to send a duly certified true copy of the Board Resolutions/ authority, authorizing their representative(s) to attend and vote at the Meeting.
8. The statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
9. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility of remote e-voting to all members. Complete instructions on e-voting facility provided by the Company are

provided hereunder. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on 24th September, 2019.

10. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of contracts and arrangements in which Directors are interested maintained under section 189 of the Act will be available for inspection by the members at the Annual General Meeting.
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. Members may avail the nomination facility as provided under Section 72 of the Companies Act, 2013.
13. Members are requested to notify any change in their address.
14. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
15. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
16. Pursuant to Articles of Association of the Company, Mr. Umesh Vishwanath Katti, and Mr. Nikhil Umesh Katti, Directors, retire by rotation and being eligible offer themselves for re-appointment.
17. Route map and prominent land mark for easy location of the venue of the Meeting are attached herewith in terms of Secretarial Standards 2 (SS-2).



ANNEXURE TO NOTICE
STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013

AGENDA - 4

The Ministry of Corporate Affairs has issued Companies (Cost Records & Audit) Amendment Rules 2014 which *inter alia* warrants the maintenance of cost records in respect of the sugar production, Co-generation and Distillery activity of the Company. In compliance with the said rules and based on the recommendation of Audit Committee, the Board has re-appointed M/s. S K Tikare & Co, Cost Auditors to audit the cost records of the Company at a remuneration of Rs.1,50,000/- for the financial year 2019-20 subject to the approval of members.

Accordingly, the resolution as stated in the Notice is commended for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

AGENDA - 5 and 6

The Board of Directors co-opted Mr. Mukesh Kumar (DIN: 02827073) as an Additional Director, with effect from 01st March 2019. He holds his office as such till the conclusion of this Annual General Meeting. His term of office shall be liable to determination by retirement of directors by rotation.

Mr. Mukesh Kumar is an Engineering Graduate. He has more than decade of experience in various fields covering Business Advisory, Project Consultancies, Administrative Matters etc.,

The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Mukesh Kumar as a Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as a Director.

The company has received a notice under section 160 of the Companies Act, 2013, along with the requisite deposit, from a member of the Company signifying his intention to propose the candidature of Mr. Mukesh Kumar to the office of director of the Company.

Further, pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on 01st March 2019, have unanimously approved the appointment of Mr. Mukesh Kumar as the Executive Director of the Company w. e. f. 01st March 2019 for a period of 3 (three) years. This is subject to the approval of the shareholders at this Annual General Meeting.

The details of remuneration payable to Mr. Mukesh Kumar and the terms and conditions of the appointment are given below:

Period:

3 years w.e.f 01 March, 2019 subject to a notice period 3 (three) months from either side for termination of services.

Remuneration:

An amount not exceeding Rs. 3,00,000/- (Rupees Three Lakhs only) per month inclusive of perquisites detailed below which would be eligible for revision on a date to be determined by the

Nomination and Remuneration Committee with subsequent approval by the Board from time to time.

➤ **Perquisites**

- Perquisites and allowance will include house maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.
- Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
- Leave and encashment of leave - as per the policy of the Company.
- Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company
- Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
- The following perquisites shall not be included in the computation of remuneration stated above:
 - a. Gratuity as per rules of the Company (which shall not exceed one half month's Salary for each completed year of service);
 - b. Earned leave with full pay or encashment as per rules of the Company.
 - c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme, to the extent not taxable under Income Tax Act, 1961.
 - d. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls but excluding long distance personal calls to be paid by Managing Director) shall not be included in the computation of perquisites.

For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

Other Terms & Conditions of Appointment: -

- In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. Mukesh Kumar, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration.
- Mr. Mukesh Kumar shall be liable to retire by rotation.

The terms as set out in the explanatory statement may be treated as the terms of the appointment of Mr. Mukesh Kumar under Section 190 of the Companies Act 2013.

The Board recommends the resolution set forth in Item No. 5 and 6 for the approval of the Members.

Except Mr. Mukesh Kumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except and to the extent they are member of the Company.

AGENDA - 7

Shareholders at the 19th Annual general meeting of the Company held on September 22, 2014 approved the appointment of Mr. Surendra Khot as an Independent Director of the Company w.e.f., September 22, 2014 for a period of five years i.e., up to September 21, 2019. As per section 149(10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, stature, experience and immense contribution, the continued association of Mr. Surendra Khot would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board has re-appointed Mr. Surendra Khot as an Independent Director on the Board of the Company at its meeting held on August 28, 2019, not liable to retire by rotation, for a second term of five years w.e.f. September 22, 2019, subject to the approval of shareholders of the Company. The Company has received notice under Section 160 of the Act proposing his candidature for Directorship. Company has also received from Mr. Surendra Khot (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act, (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act.

In the opinion of the Board, he fulfils the conditions for appointment as Independent Director, as specified in the Act and is Independent of the Management and the Company. The resolution seeks the approval of the shareholders in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for re-appointment of Mr. Surendra Khot as an Independent Director of the Company for a second term of five years commencing w.e.f. September 22, 2019.

Mr. Surendra Khot is not liable to retire by rotation. A copy of the draft letter of appointment setting out the terms and conditions of appointment of an Independent Director is available for inspection, without any fee, by the shareholders at the Company's registered office during normal hours on working days up to the date of the AGM and will also be kept open at the venue of the AGM.

Except Mr. Surendra Khot and his relatives, None of Director, Key Managerial Personnel or their respective relatives are interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 7 for approval of the shareholders Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexure to this Notice.

Information pursuant to clause 1.2.5 of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India

Name of the Director	Mr. Mukesh Kumar
Age	66 years
Qualifications	Bachelor of Science (Chemical Engineering) from Ranchi University
Experience	More than 3 decades of experience in petroleum, distillery and sugar industry including approximately 13 years in our Company from the year 2003 to 2016.
Terms of Conditions of appointment	To be appointed as Executive Director of the Company; liable to retire by rotation.
Details of Remuneration sought to be paid	Not exceeding Rs. 3,00,000/- per month
Last Remuneration drawn	NA

Date of first appointment on the Board	01-03-2019
Shareholding in the Company	Nil
Relationship with other Director/ KMPs	None
Number of meetings of the Board attended during the year	1
Other directorships	None
Membership / Chairmanship of committees of other Boards	None

Name of the Director	Mr. Surendra Khot
Age	74 years
Qualifications	Master Degree in Arts from Karnataka University
Experience	More than 35 years of experience with working with Bank as Deputy General (Banking and Accounts) & General Manager of DCC Bank Limited.
Terms of Conditions of appointment	To be Re-appointed as Independent Director of the Company; not liable to retire by rotation.
Details of Remuneration sought to be paid	NA
Last Remuneration drawn	NA
Date of first appointment on the Board	20-03-2011
Shareholding in the Company	Nil
Relationship with other Director/ KMPs	None
Number of meetings of the Board attended during the year	9
Other directorships	None
Membership / Chairmanship of committees of other Boards	None

Name of the Director	Mr. Umesh Katti
Age	60 years
Qualifications	Pre- University Course from K. L. E Society
Experience	He has over 16 years of experience in the sugar industry. The expertise of Mr. Umesh Katti in the sugar industry as well as in agriculture helps in the formulation of the policies of our Company.
Terms of Conditions of appointment	Retirement by Rotation
Details of Remuneration sought to be paid	NA
Last Remuneration drawn	NA
Date of first appointment on the Board	02-05-1995
Shareholding in the Company	14,18,575
Relationship with other Director/ KMPs	His Son Mr. Nikhil Umesh Katti, is Managing Director His Nephew Mr. Lava Katti and Mr. Kush Katti , whole time Director of the Company
Number of meetings of the Board attended during the year	15
Other directorships	<ul style="list-style-type: none"> • U R Agro Fresh Private Limited • Vishwaraj Infrastructures Private Limited • UK27 Hospitality Services (India) Limited
Membership / Chairmanship of committees of other Boards	None

Name of the Director	Mr. Lava Katti
Age	32 years
Qualifications	Master in Business Administration from Cardiff Metropolitan University.
Experience	He has experience in administrating distillery and co-generation units of the Company and also looking after agriculture.
Terms of Conditions of appointment	Retirement by Rotation
Details of Remuneration sought to be paid	Basic pay is Rs. 24,00,000/-p.a
Last Remuneration drawn	Basic pay is Rs. 24,00,000/-p.a
Date of first appointment on the	30, June 2013

Board	
Shareholding in the Company	1200275
Relationship with other Director / KMPs	His brother Mr. Lava Katti is Whole time Director, First cousin Mr. Nikhil Katti Managing Director and Uncle Mr.Umesh Katti Director of the Company
Number of meetings of the Board attended during the year	15
Other directorships	VISHWARAJ ENCIVIL INDIA PRIVATE LIMITED
Membership / Chairmanship of committees of other Boards	None

By Order of the Board of Director
For **Vishwaraj Sugar Industries Limited**

Sd/
Umesh Vishwanath Katti
Chairman

DIN: 01461050
341, Town/vill: Bellad Bagewadi
Taluk: Hukkeri Belgaum 591305
Karnataka, India

Place: **Bellad Bagewadi**
Date: 28/08/2019

E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 24th Annual General Meeting. The Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members as on 18th September 2019 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Saturday, 21st September, 2019 (09:00 hrs) and will end on Monday, 23rd September, 2019 (17:00 hrs). During this period, shareholders of the Company holding shares as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Sudheendra Prakash Ghali, Practising Company Secretary to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Annual General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.

PROCEDURE FOR E-VOTING:

Instructions for members for voting electronically are as under:

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

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <i>(The sequence number for those members who did not update PAN, shall be provided in a separate sheet along with the Annual Report)</i>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members will then directly reach the Company selection screen.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN for the relevant Company, i.e., **Vishwaraj Sugar Industries Limited** on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General:

The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 18th September, 2019.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 3 days of conclusion of the Meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

Members who do not have access to remote e-voting facility have been additionally provided the facility of voting by way of Ballot Form. The facility for physical voting shall be made available at the Meeting and members 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 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.

A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

Members have the option to request for physical copy of Ballot Form by sending an e-mail to ipo@vsil.co.in by mentioning their Folio / DP ID and Client ID.

The results declared along with the Scrutinizer's Report will be posted on the Company's website.



VISHWARAJ SUGAR INDUSTRIES LIMITED
Regd. Office: Bellad-Bagewadi, Taluka-Hukkeri,
District-Belgaum-591305, Karnataka
Phone: 0833-251251, email: info@vsil.co.in
CIN: U85110KA1995PLC017730
Website: www.vsil.co.in

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 24th Annual General Meeting of the Company at Registered office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka on 24th September 2019 at 4.00 pm.

Full Name	
Address	
Folio No.	
No. of Shares held	

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

.....
Full name of the shareholder/proxy (in block letters)

.....
Signature of shareholder / Proxy

Note:

Physical copy of the Annual Report for FY 2018-19 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all shareholders.

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: U85110KA1995PLC017730

Name of the company: **VISHWARAJ SUGAR INDUSTRIES LIMITED**

Registered office: **Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka India**

Name of the member (s) :	:
Registered address :	:
E-mail Id :	:
Folio No/ Client Id :	:
DP ID :	:

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

1. Name: Address.....

E-mail Id:..... Signature:....., or failing him

2. Name: Address.....

E-mail Id:..... Signature:....., or failing him

3. Name: Address.....

E-mail Id:..... Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the company, to be held on the Tuesday, the 24th Day of September, 2019 at 04.00 PM at Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Audited Annual Accounts for the FY 2018-19
2. Appointment of Mr. Umesh Vishwanath Katti, who retires by rotation, and being eligible, offers himself for reappointment.
3. Appointment of Mr. Lava Ramesh Katti (DIN: 02777164), who retires by rotation and being eligible, offers himself for reappointment.
4. To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2019-20
5. Appointment of Mr. Mukesh Kumar as Director.
6. Appointment of Mr. Mukesh Kumar to the office of Whole Time Director of the Company, designated as the Executive Director for a period of 3 years.
7. To Re-appointment of Mr. Surendra Khot as Independent Director.

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.