

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of **Vishwaraj Sugar Industries Limited** will be held on Friday, 21st August, 2020 at 3.00 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 2020 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. Kush Ramesh Katti (DIN:02777189) 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 31stMarch, 2021, be and is hereby ratified and approved.”

RESOLVED FURTHER THAT Mr. Nikhil Katti, Managing Director of the Company be and is hereby authorised 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, 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 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, Mr. Vishnukumar Mahadeo Kulkarni (DIN:

01756948), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment 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 appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 17th July, 2020 up to 16th July 2025 and that his period of office shall not be liable to retire by rotation.

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

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

To make investments, give loans, guarantees and provide securities beyond the prescribed limits

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent 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 of its duly authorised committees or one or more Directors) to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

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: 17.07.2020

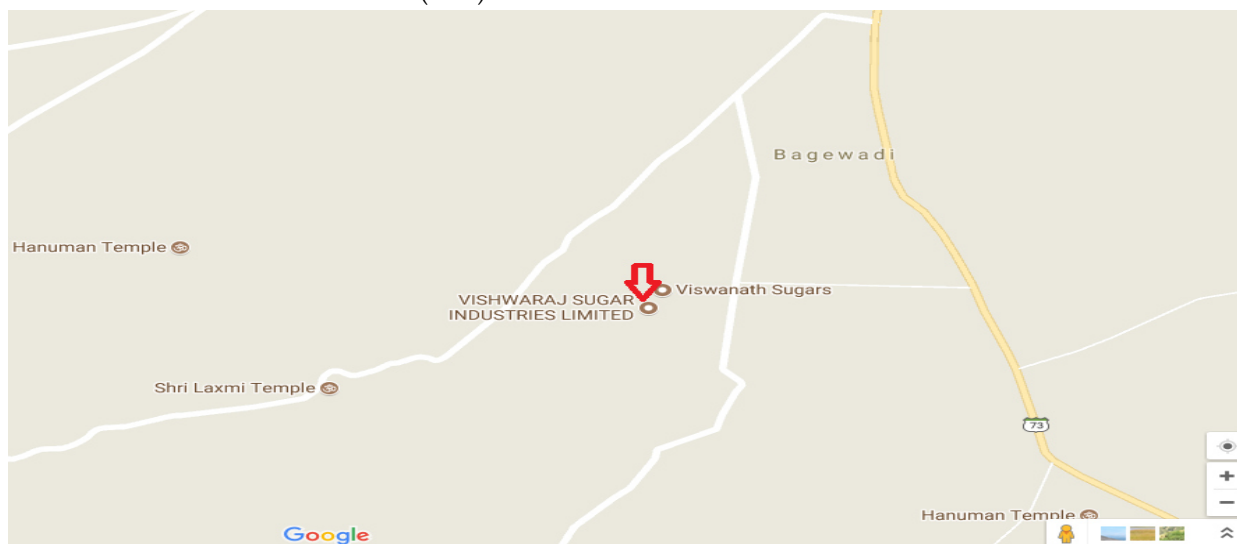
NOTES:

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with respect to the special business set out in the notice is 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. 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. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules, 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that may take place at the Meeting on 21st August 2020.
6. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolutions/authority, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. 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.
8. 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.
9. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
10. 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.
11. 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.
12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent, Bigshare Services Private Limited (Bigshare), in respect of shares held in physical form.
13. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Bigshare in respect of their holdings in physical form.

- (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform Bigshare Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with Bigshare Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - (e) Quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Bigshare Services Private Limited. (Unit: Vishwaraj Sugar Industries Limited), 1st Floor, Bharat Tin Works Building, opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059.
 - (f) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 14th August 2020 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com
14. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.vsil.co.in for download.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents Bigshare Services Private Limited and have it duly filled and sent back to them.
16. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.
17. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
18. Pursuant to Articles of Association of the Company, Mr. Umesh Vishwanath Katti, and Mr. Kush Ramesh Katti, Directors, retire by rotation and being eligible offer themselves for re-appointment.
19. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Reappointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/re-appointment as required under Act and rules made thereunder.
20. 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 their PAN to their Depository Participants with whom they maintain their demataccounts. Members holding shares in physical form can submit their PAN to the Company / Bigshare.
21. The Board of Directors of the Company has appointed Mr. Sudheendra Ghali, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

22. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 14thAugust 2020.
23. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 14thAugust 2020 only shall be entitled to avail the facility of remote e-voting or poll at the Annual General Meeting.
24. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on 18th August 2020.
End of remote e-voting: At 5.00 p.m. (IST) on 20th August 2020.
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Bigshare upon expiry of the aforesaid period.
25. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta-Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vsil.co.in and on the website of CDSL <https://evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchanges.
26. 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 2020-21 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

The Board of Directors co-opted Mr. Vishnukumar Mahadeo Kulkarni (DIN: 01756948) as an Additional Independent Director, with effect from 17th July 2020. He holds his office as such till the date of this Annual General Meeting.

Mr. Vishnukumar Mahadeo Kulkarni is an Post Graduate in Microbiology from Poona University. He has more than four decades of experience in waste water treatment, biotechnological projects, product development for distilleries and related industries, special chemicals in the field of microbiology for sugar industry.

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. Vishnukumar Mahadeo Kulkarni would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

The Board has appointed Mr. Vishnukumar Mahadeo Kulkarni as additional Independent Director on the Board of the Company at its meeting held on 17 July 2020, not liable to retire by rotation, for a term of five years w.e.f. July17, 2020, 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. The Company has also received from Mr. Vishnukumar Mahadeo Kulkarni (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. Vishnukumar Mahadeo Kulkarni as an Independent Director of the Company for term of five years commencing w.e.f. July17, 2020.

Mr. Vishnukumar Mahadeo Kulkarni 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. Vishnukumar Mahadeo Kulkarni 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. 5 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.

AGENDA - 6

As per the provisions of Section 186 (b) of the Companies Act, 2013, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with such loans for an amount not exceeding Rs. 1500 Crores.

Further, in order to secure long term management arrangements and to protect the interests of the Company in continuing to manage such hotels, it may be required to retain or invest in a minority stake in the shareholdings in the relevant companies owning such divested hotels, subject to the terms as may be agreed with the relevant purchasers.

Accordingly, the consent of the Members by way of Special Resolution is being sought under the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding the limit of Rs. 1500 Crores.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution proposed to be passed.

The Board recommends the resolution as set out at Sr. No. 6 of the Notice for approval by the shareholders.

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

Name of the Director: Mr. Vishnukumar Mahadeo Kulkarni	
Age	61 years
Qualifications	M.Sc. in MICROBIOLOGY, Poona University, 1983,
Experience	<p>Worked as a Laboratory Assistant from Aug. 24th '1979 to Jan. 31st 1983 in University Grants Commission Scheme on "Microbial Leaching Copper Ores "Investigator in Charge Dr. A. D. Agte at MACS Res. Inst.</p> <p>Worked as Jr. Microbiologist from Feb. 1st '1983 to July 31st '1984 at Biotechnology Department of Indian Organic Chemicals Ltd. At Khopoli, manufacturers of bioinoculants NATRIN Azatobactor inoculant NODIN Rhizobium inoculant and BACTIN soil conditioner.</p> <p>Worked as Research Fellow till March 31st 1985 on Biogas Scheme at MACS Res. Inst. Pune.</p> <p>Worked as Chief Microbiologist from Apr.'1985 to Aug.' 1989 in Aquapharm Chemicals Pvt. Ltd. Bhosari, Pune.</p> <p>Worked as Research Coordinator from Sept.10th '1989 to May 30th '1990 in Filtra Materials Research Pvt. Ltd., Thane. Duties: Overall anchorage of R & D involving polymer development for water, waste water treatment, biotechnological projects, product development for distilleries and related industries.</p> <p>Started own proprietary concern V. M. Biotech for research, Consultancy and manufacturing special chemicals in the field of microbiology for sugar industry, water treatment and biotechnology. Developed rapid acting biocides for sugar industry viz. POLMAX ESR and Polmax Supreme, SUCROGUARD for infield cane sanitation etc.</p> <p>Founder member and working as a Director (Technical) from Aug.'1991 till date in Karnis and Hals Chemicals Pvt. Ltd. Technically established Chloritard for safe drinking water</p> <p>Whole time Director of Jewel Profiles Pvt. Ltd., Jejuri PUNE since Jan.'1996. Manufacturing various dithiocarbamates and Sucrolar for color reduction of sugar.</p> <p>Visiting faculty in microbiology for Alcohol Technology Post Graduate Course at Vasantdada Sugar Institute, Pune.</p> <p>Visiting faculty in microbiology for Sugar Technology Post Graduate Course at Vasantdada Sugar Institute, Pune. Since 1999</p> <p>Visiting faculty to Gujarat University in Microbiology Dept. for Specialization subject M.Sc. in Sugar microbiology since 2000.</p>
Terms of Conditions of appointment	To be 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	17 July 2020
Shareholding in the Company	Nil
Relationship with other Director/ KMPs	None
Number of meetings of the Board attended during the year	NA
Other directorships	1. KARNIS AND HALS CHEMICALS PVT LTD

	2. JEWEL PROFILE PVT LTD 3. PUSHKARAJ MARKETING PRIVATE LIMITED
Membership / Chairmanship of committees of other Boards	None

Name of the Director: Mr. Umesh Katti	
Age	61 years
Qualifications	Pre-University from K. L. E. Society
Experience	He has over 17 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	NIL
Last Remuneration drawn	NIL
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	12
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. Kush Katti	
Age	33 years
Qualifications	MBA from the University of ESC PAU Business School, Pau, France
Experience	Actively associated with Bellad Bagewadi Urban Souhard Bank located in Bellad Bagewadi. Administrating Shri V. M. Katti Educational Trust, which includes primary, secondary, PU college and ITI colleges. Also conducts social activities through Rahul Katti Sports and Social Club.
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 Board	30, June 2013
Shareholding in the Company	1145075 Equity Shares
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 is Non-Executive Director of the Company
Number of meetings of the Board attended during the year	13
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: 17/07/2020

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 25th 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 14th August 2020 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on Tuesday, 18th August, 2020 (09:00 hrs) and will end on Thursday, 20th August, 2020 (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. E.g. 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 14th August, 2020.

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 25th Annual General Meeting of the Company at Registered office of the Company situated at Bellad-Bagewadi, Taluka-Hukkeri, District-Belgaum-591305, Karnataka on 21stAugust 2020at 3.00 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 2019-20 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 25th Annual general meeting of the company, to be held on the Friday, the 21st August, 2020 at 3.00 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 2019-20.
2. Appointment of Mr. Umesh Vishwanath Katti (DIN:01461050), who retires by rotation, and being eligible, offers himself for reappointment.
3. Appointment of Mr. Kush Ramesh Katti (DIN:02777189), who retires by rotation and being eligible, offers himself for reappointment.
4. Ratification of remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2020-21.
5. Appointment of Mr. Vishnukumar Mahadeo Kulkarni as Independent Director.
6. Investments, give loans, guarantees and provide securities beyond the limits under section 186 of the Act.

Signed this..... day of..... 2020

Signature of shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

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.