

THE ANDHRA SUGARS LIMITED

Regd. Office : Venkatarayapuram, TANUKU - 534 215

CIN : L15420 AP1947 PLC 000326

Website : www.theandhrasugars.com, Email : investors@theandhrasugars.com

Phone : 08819-224911, Fax : 08819-224168

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Extraordinary General Meeting of the Members of The Andhra Sugars Limited will be held on Saturday the 30th day of March, 2019 at 10.30 a.m. at the Registered Office of the Company Venkatarayapuram, Tanuku – 534215 to transact the following businesses:

Item No.1:

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 amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of Members of the Company be and is hereby accorded for continuation of Directorship of Sri A. Ranga Rao (DIN 00089664) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No.2:

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 amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Dr. P. Kotaiah (DIN 00038420) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No.3:

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 amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Sri V. S. Raju (DIN 00101405) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No.4:

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 amended provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as amended and other applicable provisions

if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Dr. A.V. Rama Rao (DIN 01341232) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director of the Company i.e., from 01.04.2019 to the conclusion of 72nd Annual General Meeting.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

//By Order of the Board//

Venkatarayapuram
Tanuku-534215
2nd February, 2019

For The Andhra Sugars Limited
P. Narendranath Chowdary
Chairman & Managing Director
(DIN 00015764)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. As per section 105 of the Companies Act, 2013 and Rules thereunder, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of total share capital of the Company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting right may appoint a single person as proxy and such proxy shall not act as a proxy for any other person or shareholder.
3. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 (forty eight) hours before the commencement of the EGM.
4. Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
5. Corporate members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send, a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under Item Nos. 1 to 4 as set out above is annexed hereto.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Share Transfer Agent.
8. Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting and proxy form is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail id, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter-alia indicating the process and manner of e-voting and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this Meeting will also be available on the Company's website www.theandhrasugars.com for their download.
9. Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard 2 of ICSI, with respect to Directors seeking appointment/re-appointment in the forthcoming Extraordinary General Meeting is annexed.
10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 09.00 a.m. and 11.00 a.m. on all working days, till the date of EGM.

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
12. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic/ Demat form, members may please contact their respective Depository Participants.
13. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail id to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically.
14. A route map and prominent landmark for easy location of the venue of the meeting is enclosed with this Notice.
15. Voting Option: (I) VOTING THROUGH ELECTRONIC MEANS Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided remote e-voting facility to the members using Central Depository Securities (India) Limited (CDSL) platform. All the business to be transacted at the Extraordinary General Meeting can be transacted through electronic voting system. 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. 1.03.2019 only shall be entitled to avail the facility of remote e-voting / voting through Ballot Form at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The remote e-voting facility will be available during the following voting period: Commencement of remote e-voting End of remote e-voting From 9.00 A.M. (IST) on 27.03.2019 Up to 5.00 P.M. (IST) on 29.03.2019. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period. The instruction for members for voting electronically is given in a separate sheet. (II) VOTING AT EGM: The members who have not cast their votes through remote e-voting may attend and cast their votes at the Extraordinary General Meeting through Ballot Form which shall be made available for use at the meeting. The members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to vote thereat.

Other Instructions

1. A member can opt for only one mode of voting i.e. through e-voting or through ballot form, either in person or through proxy at the meeting. If a member casts votes by all the two modes, then voting done through e-voting shall prevail and voting through Ballot form at the venue of the meeting shall be treated as invalid.
2. The Company has appointed Nekkanti S R V V Satynarayana & Co., Company Secretary in Practice, Hyderabad to act as the Scrutinizer to scrutinize the Ballot Forms and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
3. The Scrutinizer shall after the conclusion of Extraordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty eight) hours of conclusion of the Meeting, to the Managing Director or any other person authorized by the Board.
4. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.theandhrhasugars.com immediately after the results are declared and simultaneously communicated to the Stock Exchange where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Extraordinary General Meeting i.e. 30th March, 2019.
5. Members who are holding shares in physical form are hereby informed that SEBI has amended regulation 40 of SEBI (LODR) Regulations 2015 vide Notification dated 8th June 2018 and in terms of said notification except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository after 31st March, 2019.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of resolutions at Items Nos. 1 to 4

Your Company has 6 Non-Executive Directors on the Board. Out of the 6, 4 Directors Sri A. Ranga Rao, Dr. P. Kotaiah, Sri V.S. Raju and Dr. A.V. Rama Rao have attained the age of 75 years.

Amended Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on June 7, 2018 stipulates that no listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect.

ITEM NO.1:

Sri A. Ranga Rao joined as a Director on the Board on 18.11.1991

Sri A. Ranga Rao is a Law Graduate and an Industrialist with considerable experience. He has been on the Board of your Company for more than two decades. He is the Managing Director of Akin Laboratories Pvt. Ltd. He is the Chairman of the Audit Committee constituted by the Board of your Company.

Sri A. Ranga Rao holds 200 Equity Shares in the Company. Except Sri A. Ranga Rao, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 2:

Dr. P.Kotaiah joined as a Director on the Board on 27.04.2001.

Dr. P. Kotaiah, former Chairman of NABARD, has rich financial background and industrial experience of more than three and half decades. He holds Directorships on the Board of many Companies viz., The Andhra Petrochemicals Limited, Lanco Anpara Power Ltd., Lanco Kondapalli Power Limited, Blossom Industries Ltd, Pridvi Assets Reconstruction and Securitisation Co. Limited, Nuziveedu Seeds Limited and NSL Sugars Limited. He is also a Member of the Audit Committee constituted by the Board of the Company.

No equity shares are held by Dr. P. Kotaiah in the company. Except Dr. P. Kotaiah, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.3:

Sri V.S.Raju joined as a Director on the Board on 29-10-2003.

Sri V.S.Raju is former Registrar of Companies, Andhra Pradesh, Hyderabad and Karnataka, Bangalore. He also held the position of Secretary and Deputy Secretary in the Department of Company Affairs, New Delhi. He is practising as an Advocate at Hyderabad and is eminent in Company Law matters. He was the President of the Federation of AP Chamber of Commerce for the year 2011-12. He is a Director on the Board of the Companies viz., JOCIL Ltd., Gangavaram Port Ltd. He is the Chairman of the Audit Committee constituted by the Board of JOCIL Ltd. He is also a Member of the Audit Committee constituted by the Board of the Company.

He does not hold any Equity Shares in the Company. Except Sri V.S. Raju, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4:

Dr. A.V.Rama Rao, Joined as a Director on the Board on 27.04.2001.

Dr. A.V. Rama Rao is an eminent Scientist. He was former Director of Indian Institute of Chemical Technology and has considerable experience and expertise in the field of Chemical Technology. He is the Chairman & Managing Director of Avra Laboratories Pvt. Ltd. and Director of Avra Synthesis Pvt. Ltd.

No equity shares are held by Dr. A. V. Rama Rao in the company. Except Dr. A.V. Rama Rao, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Sri A. Ranga Rao, Dr. P. Kotaiah, Sri V.S. Raju and Dr. A.V. Rama Rao who were appointed as Independent Directors of the Company at the 67th Annual General Meeting of the Company held on 10th September, 2014 for a period of five years by way of Ordinary Resolution have attained the age of 75 years. In view of the amended Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Independent Directors from 1.04.2019 to the remaining period of their existing term i.e., conclusion of 72nd Annual General Meeting.

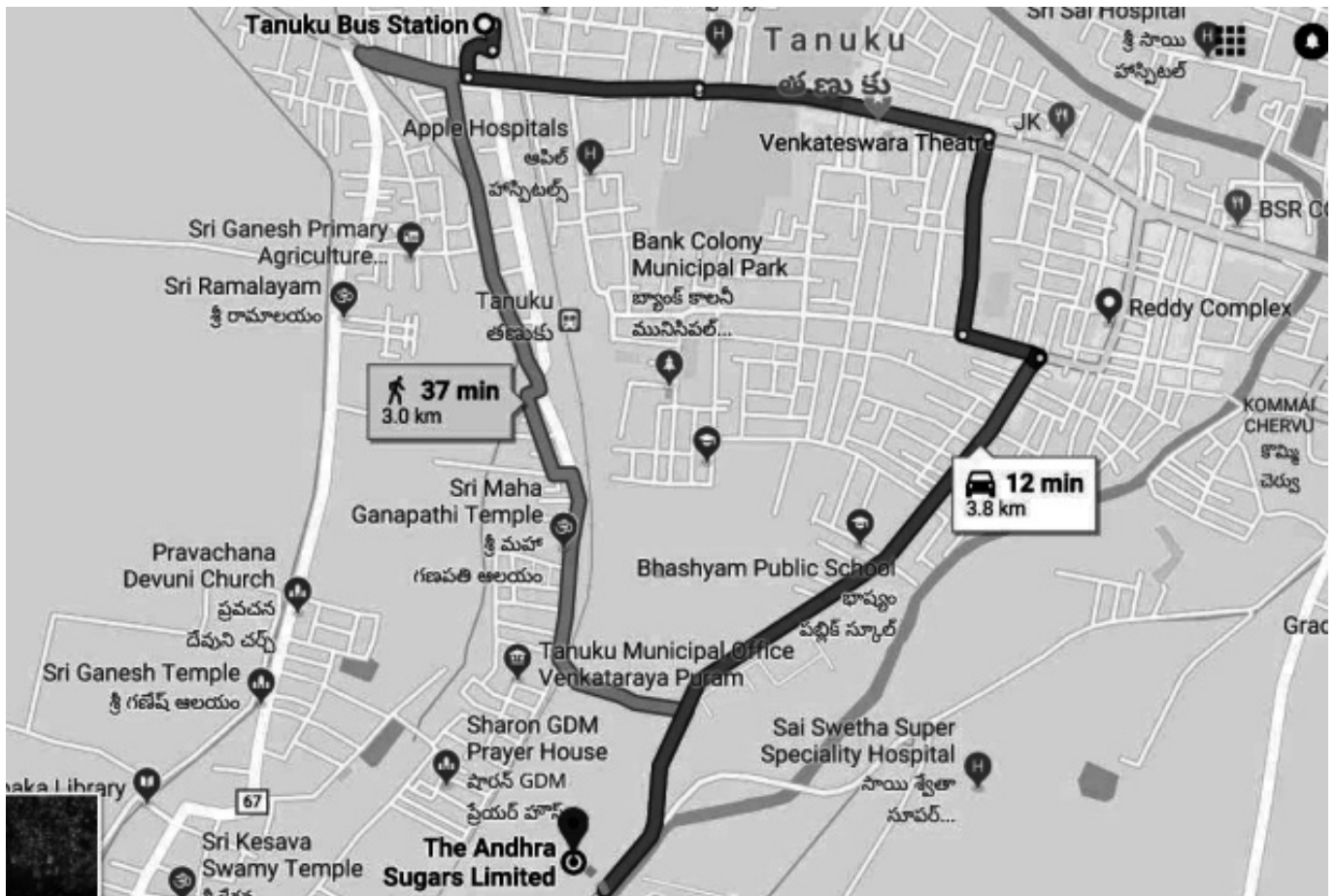
The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company. The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution.

//By Order of the Board//

Venkatarayapuram
Tanuku-534215
2nd February, 2019

For The Andhra Sugars Limited
P. Narendranath Chowdary
Chairman & Managing Director
(DIN 00015764)

Route Map for attending EGM





THE ANDHRA SUGARS LIMITED

PROXY FORM

Regd. Office : Venkatarayapuram, TANUKU - 534 215

CIN : L15420 AP1947 PLC 000326

Website : www.theandhrasugars.com, Email : investors@theandhrasugars.com

Phone : 08819-224911, Fax : 08819-224168

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Saturday, 30th March, 2019 at 10.30 a.m. at Registered Office : Venkatarayapuram, Tanuku and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No.	RESOLUTIONS	Optional	
	Special Business	For	Against
1.	Continuation of Directorship of Sri A. Ranga Rao (DIN 00089664) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director from 01.04.2019 up to the conclusion of 72 nd Annual General Meeting.		
2.	Continuation of Directorship of Dr. P. Kotaiah (DIN 00038420) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director from 01.04.2019 up to the conclusion of 72 nd Annual General Meeting.		
3.	Continuation of Directorship of Sri V. S. Raju (DIN 00101405) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director from 01.04.2019 up to the conclusion of 72 nd Annual General Meeting.		
4.	Continuation of Directorship of Dr. A.V. Rama Rao (DIN 01341232) who has attained the age of 75 years for the remaining period of his existing term of Directorship as Independent Director from 01.04.2019 up to the conclusion of 72 nd Annual General Meeting.		

Affix Revenue Stamp not less than Re 0.15

Signed this day of 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp not less than Re. 0.15
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Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.