



THE ANDHRA SUGARS LIMITED

VENKATARAYAPURAM, TANUKU - 534215
West Godavari District, Andhra Pradesh
Telephone: 08819-224911 Fax: 08819-224168

Email: info.tnk@theandhrasugars.com Website: www.theandhrasugars.com
CIN: L15420AP1947PLC000326

Dear Member,

Subject: ELECTRONIC VOTING FACILITY - REG.

Pursuant to 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 to the members to cast their votes electronically as an alternative to participation at an Extraordinary General Meeting to be held on Saturday, the 17th December, 2022 at 3.00 p.m. at the Regd. Office of the Company. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility.

Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S.R.V.V.S. Narayana & Co, Company Secretaries, Hyderabad has been appointed as Scrutiniser for conducting the e-voting and ballot process in a fair and transparent manner.

The e-voting facility is available at the link <https://www.evotingindia.co.in>. The e-voting particulars are as follows.

EVS (E-VOTING SEQUENCE NUMBER)	PAN / SEQUENCE NO.	USER ID (DEMAT NUMBER / FOLIO NUMBER)	BANK ACCOUNT DETAILS AS AVILABLE WITH THE COMPANY (OR) FOLIO NUMBER
221122001			

Please read the instructions before exercising the vote which are printed hereunder.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 14th December, 2022 from 9.00 a.m. and ends on 16th December, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) at the end of business hours of 9th December, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <The Andhra Sugars Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

The Andhra Sugars Limited

- 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 linked in the login 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.
- (xx) 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.

Yours faithfully,
For THE ANDHRA SUGARS LIMITED,

Place: Tanuku
Date: 12th November, 2022

(P. Narendranath Chowdary)
Chairman and Managing Director



THE ANDHRA SUGARS LIMITED

CIN: L15420AP1947PLC000326

Registered Office: Venkatarayapuram, TANUKU - 534 215
West Godavari District, (A.P)

Website: www.theandhrasugars.com email: investors@theandhrasugars.com

Notice is hereby given that an Extraordinary General Meeting of THE ANDHRA SUGARS LIMITED (CIN: L15420AP1947PLC000326) will be held on Saturday, the 17th day of December, 2022 at 3:00 P.M. at Registered Office of the Company to transact the following business:

SPECIAL BUSINESS:

1. To Consider and if thought fit to pass with or without modifications the following Resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and subject to such other approvals, if and as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby accorded to the re-appointment of Sri Mullapudi Narendranath (DIN: 00016764), who has attained the age of 70 years, as a Whole-time Director designated as Joint Managing Director of the Company for a period of five years w.e.f. 1st January, 2023 on the following terms and conditions as approved by the shareholders at the 75th Annual General Meeting of the Company held on 26th September, 2022.

Sri Mullapudi Narendranath is subject to retirement by rotation during the tenure of his office as Joint Managing Director from 01-01-2023 to 31-12-2027.

1. **Salary:**

Rs. 1,50,000/- per month.

2. **Commission**

Upto 1.25% of the net profits of the Company subject to the overall ceiling stipulated in Sections 198 & 309 of the Companies Act.

3. **Perquisites:**

(i) Housing - if required, free furnished residential accommodation with all facilities and amenities including Gas, Electricity, Water, Furniture/Fittings etc., the monetary value of which may be evaluated as per Rule 3 of the Income-Tax Rules, 1962. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the Salary. In case where the Company does not provide accommodation, House Rent Allowance shall be paid at the rate of 50% of the Salary. (ii) Medical reimbursement of the expenses incurred for the treatment in India / Abroad for self and family, (iii) Leave Travel Concession - for himself and his family as per the rules of the Company, (iv) Club Fees, (v) Personal Accident Insurance, (vi) Provident Fund, Company's contribution towards Provident Fund at 12% of his salary or any rate applicable from time to time, (vii) Superannuation Fund - Company's contribution towards Superannuation Fund as per the rules of the Company, such contribution together with Company's contribution shall not exceed 27% of the salary as laid down under the Income tax Rules, 1962 or such other ceiling as may be prescribed from time to time, (viii) Gratuity - not exceeding ½ a month's salary for each completed year of service, (ix) Leave - entitled to one month's leave, as per the rules of the Company on full pay for every 11 months of service. Encashment of leave at the end of tenure will not be included in computation of ceiling on perquisites, (x) Telephone - one or more free telephone facility at the residence for the use of Company's business, (xi) Car - usage of one or more Company's car for Company's business with driver and all expenses of maintenance, repairs and cost of petrol. (provision of Car for use of Company's business and telephone at residence will not be considered as perquisites), (xii) any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time.

The above perquisites including salary and commission shall be subject to the overall ceiling of remuneration stipulated under Section 197 of the Companies Act, 2013 read with Schedule V thereto or any statutory modification thereof.

Company's contribution to Provident Fund and Superannuation Fund and Gratuity payable at the end of the

tenure to the extent these either singly or together are not taxable under the Income-tax Act shall not be included in the computation of limits for the perquisites aforesaid.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the above salary and perquisites in such manner as may be agreed to between Sri Mullapudi Narendranath and the Board."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year of the Company during the term of his Office as Joint Managing Director, the remuneration and perquisites set out above be paid or granted to Sri Mullapudi Narendranath as minimum remuneration stipulated in Section II of Part II of Schedule V of the said Act or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or Securities and Exchange Board of India or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification"

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 provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and subject to such other approvals, if and as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby accorded to the re-appointment of Sri Mullapudi Thimmaraja (DIN: 00016711), who attained the age of 70 years, as a Whole-time Director designated as Joint Managing Director of the Company for a period of five years w.e.f. 1st January, 2023 on the following terms and conditions as approved by the shareholders at the 75th Annual General Meeting of the Company held on 26th September, 2022.

Sri Mullapudi Thimmaraja is subject to retirement by rotation during the tenure of his office as Joint Managing Director from 01.01.2023 to 31.12.2027.

1. Salary:

Rs. 1,50,000/- per month.

2. Commission

Upto 1.25% of the net profits of the Company subject to the overall ceiling stipulated in Sections 198 & 309 of the Companies Act.

3. Perquisites:

(i) Housing - if required, free furnished residential accommodation with all facilities and amenities including Gas, Electricity, Water, Furniture/Fittings etc., the monetary value of which may be evaluated as per Rule 3 of the Income-Tax Rules, 1962. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the Salary. In case where the Company does not provide accommodation, House Rent Allowance shall be paid at the rate of 50% of the Salary. (ii) Medical reimbursement of the expenses incurred for the treatment in India / Abroad for self and family, (iii) Leave Travel Concession - for himself and his family as per the rules of the Company, (iv) Club Fees, (v) Personal Accident Insurance, (vi) Provident Fund, Company's contribution towards Provident Fund at 12% of his salary or any rate applicable from time to time, (vii) Superannuation Fund - Company's contribution towards Superannuation Fund as per the rules of the Company, such contribution together with Company's contribution shall not exceed 27% of the salary as laid down under the Income tax Rules, 1962 or such other ceiling as may be prescribed from time to time, (viii) Gratuity - not exceeding ½ a month's salary for each completed year of service, (ix) Leave - entitled to one month's leave, as per the rules of the Company on full pay for every 11 months of service. Encashment of leave at the end of tenure will not be included in computation of ceiling on perquisites, (x) Telephone - one or more free telephone facility at the residence for

The Andhra Sugars Limited

the use of Company's business, (xi) Car - usage of one or more Company's car for Company's business with driver and all expenses of maintenance, repairs and cost of petrol. (provision of Car for use of Company's business and telephone at residence will not be considered as perquisites), (xii) any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time.

The above perquisites including salary and commission shall be subject to the overall ceiling of remuneration stipulated under Section 197 of the Companies Act, 2013 read with Schedule V thereto or any statutory modification thereof.

Company's contribution to Provident Fund and Superannuation Fund and Gratuity payable at the end of the tenure to the extent these either singly or together are not taxable under the Income-tax Act shall not be included in the computation of limits for the perquisites aforesaid.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the above salary and perquisites in such manner as may be agreed to between Sri Mullapudi Thimmaraja and the Board."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year of the Company during the term of his Office as Joint Managing Director, the remuneration and perquisites set out above be paid or granted to Sri Mullapudi Thimmaraja as minimum remuneration stipulated in Section II of Part II of Schedule V of the said Act or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or Securities and Exchange Board of India or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification"

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 provisions of Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, for the time being in force and subject to such other approvals, if and as may be required, and based on the recommendation of the Nomination and Remuneration Committee, the consent and approval of the Company be and is hereby accorded to the re-appointment and continuation of Sri Pendyala Achuta Ramayya (DIN: 00015065), who is attaining the age of 70 years on 12-02-2025, as a Whole-time Director designated as Joint Managing Director of the Company for a period of five years w.e.f. 1st January, 2023 on the following terms and conditions as approved by the shareholders at the 75th Annual General Meeting of the Company held on 26th September, 2022.

Sri P. Achuta Ramayya is subject to retirement by rotation during the tenure of his office as Joint Managing Director from 01.01.2023 to 31.12.2027.

1. **Salary :** Rs. 1,50,000/- per month.

2. **Commission :**

Upto 1.25% of the net profits of the Company subject to the overall ceiling stipulated in Sections 198 & 309 of the Companies Act.

3. **Perquisites:**

(i) Housing - if required, free furnished residential accommodation with all facilities and amenities including Gas, Electricity, Water, Furniture/Fittings etc., the monetary value of which may be evaluated as per Rule 3 of the Income-Tax Rules, 1962. The expenditure incurred by the Company on Gas, Electricity, Water and Furnishings shall be subject to a ceiling of 10% of the Salary. In case where the Company does not provide accommodation, House Rent Allowance shall be paid at the rate of 50% of the Salary. (ii) Medical reimbursement of the expenses incurred for the treatment in India / Abroad for self and family, (iii) Leave Travel Concession - for himself and his family as per the rules of the Company, (iv) Club Fees, (v) Personal Accident Insurance, (vi) Provident Fund, Company's contribution towards Provident Fund at 12% of his

The Andhra Sugars Limited

salary or any rate applicable from time to time, (vii) Superannuation Fund - Company's contribution towards Superannuation Fund as per the rules of the Company, such contribution together with Company's contribution shall not exceed 27% of the salary as laid down under the Income tax Rules, 1962 or such other ceiling as may be prescribed from time to time, (viii) Gratuity - not exceeding ½ a month's salary for each completed year of service, (ix) Leave - entitled to one month's leave, as per the rules of the Company on full pay for every 11 months of service. Encashment of leave at the end of tenure will not be included in computation of ceiling on perquisites, (x) Telephone - one or more free telephone facility at the residence for the use of Company's business, (xi) Car - usage of one or more Company's car for Company's business with driver and all expenses of maintenance, repairs and cost of petrol. (provision of Car for use of Company's business and telephone at residence will not be considered as perquisites), (xii) any other perquisites that may be allowed as per the guidelines issued by the Central Government from time to time.

The above perquisites including salary and commission shall be subject to the overall ceiling of remuneration stipulated under Section 197 of the Companies Act, 2013 read with Schedule V thereto or any statutory modification thereof.

Company's contribution to Provident Fund and Superannuation Fund and Gratuity payable at the end of the tenure to the extent these either singly or together are not taxable under the Income-tax Act shall not be included in the computation of limits for the perquisites aforesaid.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the above salary and perquisites in such manner as may be agreed to between Sri Pendyala Achuta Ramayya and the Board."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year of the Company during the term of his Office as Joint Managing Director, the remuneration and perquisites set out above be paid or granted to Sri Pendyala Achuta Ramayya as minimum remuneration stipulated in Section II of Part II of Schedule V of the said Act or such other amount and perquisites as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof."

"RESOLVED FURTHER THAT in the event of any amendment made by Ministry of Corporate Affairs or Securities and Exchange Board of India or any Statutory Authority to the provisions concerning the said appointment, the Board at its 1st Meeting after the said amendment coming into force be and is hereby authorised to effect necessary modification as may be required and till the date of the Board Meeting this Resolution shall continue to hold good and thereafter the same may be placed before the 1st General Meeting held after amendment for information and ratification"

NOTES:

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of Item Nos.1,2 and 3 are annexed hereto.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy and such person cannot act as a Proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable. A Proxy Form is sent herewith.

3. Your Company provides Electronic Voting facility and its particulars and instructions are enclosed and form part of this Notice.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 10th December, 2022 to Saturday, 17th December, 2022 (both days inclusive)
5. Documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. and from 3 p.m. to 5 p.m. on any working day prior to the date of the Extraordinary General Meeting.

The Andhra Sugars Limited

6. Shareholders holding shares in Physical Mode are requested to intimate their change of address, if any, to the RTA XL Softech Systems Ltd., Hyderabad and the shareholders holding shares in Demat Mode are requested to notify their change of address, if any, to the DP (and not the Company / RTA) with whom they have Demat Account.
7. Any person who acquires shares of the Company and become member of the Company after the despatch of the Notice of AGM and holding shares as of the cut-off date, i.e., 9th December, 2022 can vote by entering the particulars as specified in instructions for e-voting. If they are already registered with CDSL for remote e-voting then they can use their existing user ID and Password / PIN for casting their vote. If they forgot their password, they can reset their password by using "Forgot User Details / Password" option available on www.evoting.cdslindia.com.
8. Sri Nekkanti S R V V S Narayana, Practising Company Secretary (CP No.7839) of M/s Nekkanti S.R.V.V.S. Narayana & Co, Company Secretaries, Hyderabad has been appointed as Scrutiniser for conducting the e-voting and ballot process in a fair and transparent manner.

SPECIFIC ATTENTION OF SHAREHOLDERS

Sub: Furnishing of e-mail ID.

Members are requested to provide their e-mail IDs so as to enable the Company to send documents like Notice calling General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report etc., by way of e-mail.

Shareholders in

Physical Mode : E-mail ID be furnished to the RTA i.e., XL Softech Systems Ltd.,

Demat Mode: E-Mail ID be furnished to the Depository Participant (DP) with whom Demat account has been opened and not to the Company / RTA. The Company / RTA cannot act on e-mail IDs received directly from the Members holding Shares in Demat Mode for registration of e-mail IDs.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 1

The Current term of Sri Mullapudi Narendranath as Joint Managing Director will be expiring by 31.12.2022.

Members are kindly aware that your Company has 3 Sugar units- at Tanuku (Sugar Unit-I), Tanuku, Taduvali and (Sugar Unit-II) and Bhimadole (Sugar Unit-III).

Sri Mullapudi Narendranath has been incharge of all the Sugar Units since taking over as Joint Managing Director from 1.1.1998.

He has been instrumental in taking up Co- Generation at Sugar Unit-II, setting up of Bagasse Driers at 3 Sugar Plants, Floating Clarifiers at the 3 Sugars Plants, SRI Continuous Pans at Sugar Unit-I and Sugar Unit-II Latest falling Film Evaporators at Sugar Unit-III, SRI New Generation Clarifiers at Sugar Unit I & III, LLT Clarifier at Sugar Unit-II, Modification of the Diffuser that brought down pol in Bagasse from 1.3 to 0.8.

In view of the need to produce Cane Varieties suited to Mechanical Harvesting he was instrumental in setting up a Cane Breeding Programme that is giving Higher Yielding and Higher Sugar content Varieties of Cane.

He has been on the Executive Committees of the "**Sugar Processing Institute**", New Orleans (USA), "**Sugar Industry Technologists Inc**". Sugarland, USA. He is also a Director on the Board of Sree Akkamamba Textiles Limited and Hindustan Allied Chemicals Limited.

In view of his wide exposure in Sugar Technology and Sugarcane development, your Board of Directors consider it advisable to re-appoint him as Joint Managing Director for a further period of 5 years with effect from 1.1.2023.

He is also a member of Risk Management Committee constituted by the Board of your Company.

Your Directors recommend the Resolution for your approval.

Sri Mullapudi Narendranath, the concerned Joint Managing Director, along with his relative Sri Mullapudi Thimmaraja shall be deemed to be interested in the above Resolution.

ITEM NO. 2

The present term of Sri Mullapudi Thimmaraja as Joint Managing Director will be expiring by 31.12.2022. Sri Mullappudi Thimmaraja has been the Whole-time Director of your Company from 1978.

Sri Mullapudi Thimmaraja as Joint Managing Director has been looking after general administration of the Company besides supervision of day to day Administration of all the units at Tanuku, other than Sugar.

In view of the growing stature of the Company, your Board of Directors consider it advisable to re-appoint Sri Mullapudi Thimmaraja as Joint Managing Director in the best interest of the Company for a further period of 5 years with effect from 1.1.2023 on the terms and conditions as set out in the Resolution.

He is also a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee constituted by the Board of your Company.

He is also a Director in the Board of JOCIL Limited and the Andhra Petrochemicals Limited.

Your Directors recommend the Resolution for your approval.

Sri Mullapudi Thimmaraja, the concerned Joint Managing Director, along with his relative Sri Mullapudi Narendranath shall be deemed to be interested in the Resolution.

ITEM NO.3

The present term of Sri P. Achuta Ramayya as Joint Managing Director will be expiring by 31.12.2022.

Sri P. Achuta Ramayya has been the Executive Director of your Company from 1983 and subsequently re-designated as Joint Managing Director with effect from 1.4.2012.

Sri P. Achuta Ramayya has been looking after Marketing of various products of the company and the activities of Cotton and Oil Products Division, Guntur. In view of the growing stature of the Company, your Board of Directors consider it advisable to re-appoint Sri P. Achuta Ramayya as Joint Managing Director in the best interests of the Company for a further period of 5 years with effect from 1.1.2023 on the terms and conditions as set out in the Resolution.

He is also a member of Audit Committee and Risk Management Committee constituted by the Board of your Company.

Your Directors recommend the Resolution for your approval.

Sri P. Achuta Ramayya, the concerned Joint Managing Director, along with his relatives Sri P. Narendranath Chowdary shall be deemed to be interested in the Resolution.

(BY ORDER OF THE BOARD)

**Venkatarayapuram
TANUKU - 534 215
12-11-2022**

**For THE ANDHRA SUGARS LIMITED
P. Narendranath Chowdary
Chairman and Managing Director**

CIN: L15420AP1947PLC000326
Tel.: +91-8819-224911

e-mail: investors@theandhrasugars.com
Website: www.theandhrasugars.com

The Andhra Sugars Limited

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Director	Mullapudi Narendranath	Mullapudi Thimmaraja	Pendyala Achuta Ramayya
Date of birth	24-11-1949	26-09-1951	12-02-1955
Date of his first appointment on Board	1-1-1998	1-8-1978	1-8-1983
Brief profile / experience / expertise in specific functional area	Sri Mullapudi Narendranath has been in charge of all the Sugar Units since taking over as Joint Managing Director from 1.1.1998. During his tenure as Joint Managing Director all the Sugar units made considerable progress. He has been associated with the Company as a Director and as Joint Managing Director in various cane development activities. His exposure to the technology developments in the Sugar Industry around the World has been beneficial to improvements at the Company's Sugar Plants. He is instrumental in taking up Co-generation at Sugar Unit-II, Taduvai, introduction of "Bagasse Dryer" at all our Sugar plants, new generation SRT Clarifiers at Sugar Unit-I & III, and LLT Clarifier at Sugar Unit-II, improvement to the cane Diffuser at Sugar Unit-II and the introduction of technological improvements at different stations in the sugar plants.	Sri Mullapudi Thimmaraja has been the Whole-time Director of your Company from 1978. Sri Mullapudi Thimmaraja as Joint Managing Director has been looking after general administration of the Company besides supervision of day to day administration of all the units at Tanuku, other than Sugar.	Sri P. Achuta Ramayya has been the Executive Director of your Company from 1983 and subsequently re-designated as Joint Managing Director with effect from 1.4.2012. Sri P. Achuta Ramayya has been looking after Marketing functions and activities of Aspirin and Cotton and Oil Products Division, Guntur.
Qualifications	B.Sc. (Ag.)	B.Tech (Chemical) MBA (University of Florida, USA)	B.Com., MBA (University of New York)
Terms and conditions of appointment / re-appointment	Tenure is for a period of five years with effect from 1-1-2023. Board authorised to alter and vary the terms & conditions.	Tenure is for a period of five years with effect from 1-1-2023. Board authorised to alter and vary the terms & conditions.	Tenure is for a period of five years with effect from 1-1-2023. Board authorised to alter and vary the terms & conditions.

The Andhra Sugars Limited

Name of Director	Mullapudi Narendranath	Mullapudi Thimmaraja	Pendyala Achuta Ramayya
	In the event of loss or inadequacy of profit in any financial year during the term of his Office minimum remuneration stipulated in Section II of Part II of Schedule V is applicable	In the event of loss or inadequacy of profit in any financial year during the term of his Office minimum remuneration stipulated in Section II of Part II of Schedule V is applicable	In the event of loss or inadequacy of profit in any financial year during the term of his Office minimum remuneration stipulated in Section II of Part II of Schedule V is applicable
Details of remuneration sought to be paid	Rs.1,50,000/- per month and Standard Perquisites Commission: 1.25% of Net Profit of the Company subject to overall ceiling under Sec.197 of Companies Act, 2013	Rs.1,50,000/- per month and Standard Perquisites Commission: 1.25% of Net Profit of the Company subject to overall ceiling under Sec.197 of Companies Act, 2013	Rs.1,50,000/- per month and Standard Perquisites Commission: 1.25% of Net Profit of the Company subject to overall ceiling under Sec.197 of Companies Act, 2013
Remuneration last drawn by such person, if applicable	as above	as above	as above
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Sri Mullapudi Narendranath and Sri Mullapudi Thimmaraja are brothers.	Sri Mullapudi Narendranath and Sri Mullapudi Thimmaraja are brothers.	Sri P. Narendranath Chowdary, Chairman and Managing Director and Sri P. Achuta Ramayya are brothers.
Number of Meetings of the Board attended during the year	2	2	3
Directorship held in other Companies	He is also a director on the Board of Sree Akkamamba Textiles Limited, Hindustan Allied Chemicals Limited and Sugar Industry Technologists Inc". Sugarland, USA.	He is also a director on the board of JOCIL Limited and The Andhra Petrochemicals Limited.	-
Membership / Chairmanship of committees of other companies*	NIL	He is Member of Audit and Stakeholders Relationship Committee of JOCIL. Chairman of Stakeholders Relationship Committee of The Andhra Petrochemicals Ltd.	NIL
Shareholding in the Company	55,48,010	51,07,365	23,40,680

* The Companies in which the Director holds position of Director as on the date of meeting and is a member of that Company's Audit Committee/Stakeholders committee is taken into consideration. Companies include listed as well as unlisted entities

CDSL e-Voting System - For Remote e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AS UNDER:

- (i) The voting period begins on 14th December, 2022 from 9.00 A.M. and ends on 16th December, 2022 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) at the end of business hours of 09th December, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access to depository CDSL/NSDL e-voting system in case as individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
--	---

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step-2:

Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

The Andhra Sugars Limited

	For Physical Shareholders and other than individual Shareholders holding Shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both 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 (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an option provision to upload Board Resolution/Power of Attorney
- Additional Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

The Andhra Sugars Limited

- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@theandhrasugars.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

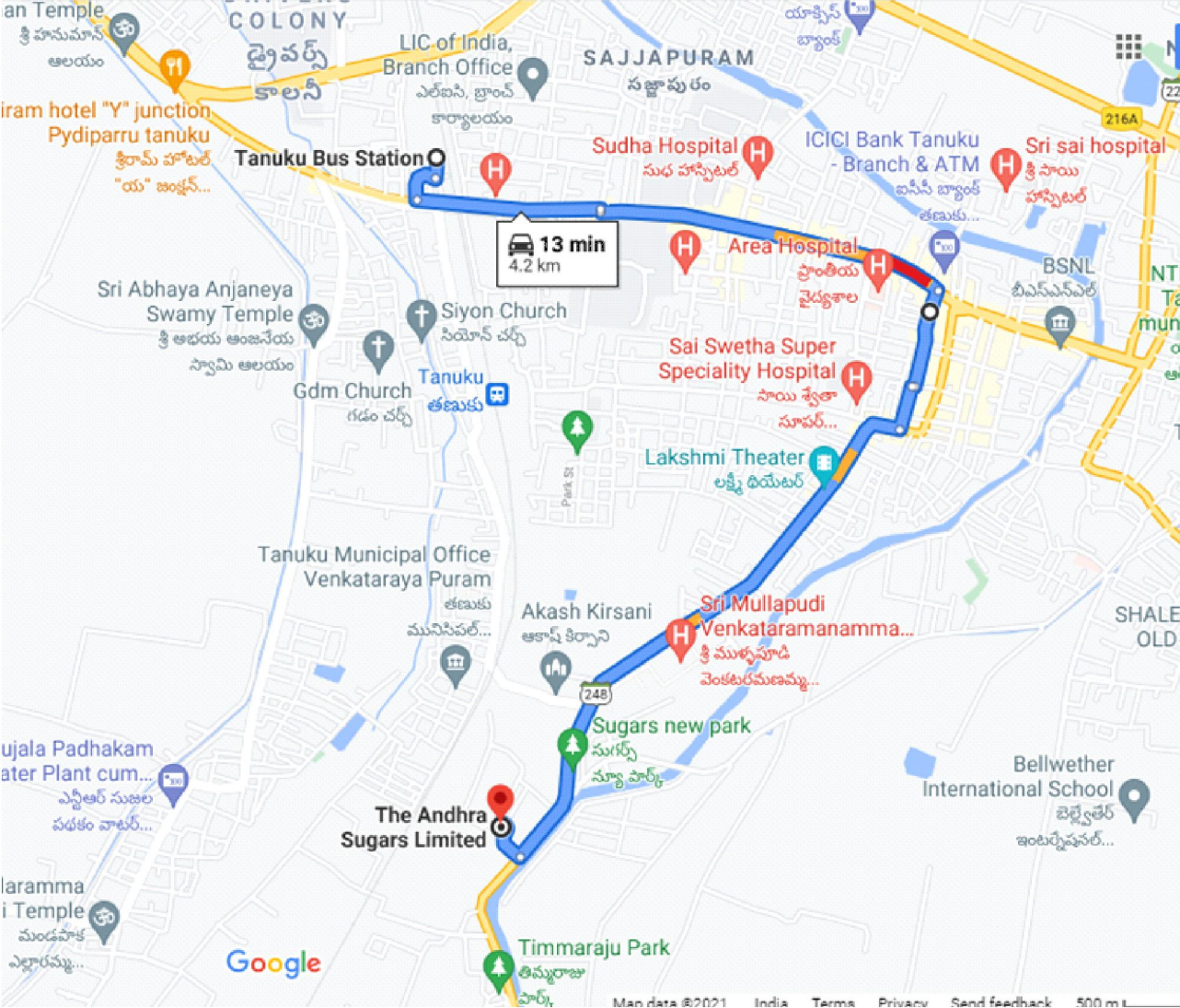
PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ROUTE MAP



- Nearest Airports : Vijayawada (VGA) - 117 K.M.
Rajahmundry (RJA) - 55 K.M.
- Nearest Railway Stations : Tanuku - 2 K.M.
Tadepalligudem - 20 K.M.



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

PROXY FORM

I/We being the member(s) of The Andhra Sugars Ltd., holding 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 for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on 17th December, 2022 at 3.00 p.m. at Regd. Office : Venkatarayapuram, Tanuku and at any adjournment thereof in respect of such Resolutions as are indicated below :

Resolution No.	RESOLUTIONS	Optional	
	Special Business and Special Resolution	For	Against
1.	Re-appointment of Sri Mullapudi Narendranath as Joint Managing Director (whole-time Director) for a period of 5 years who attained age of 70 years.		
2.	Re-appointment of Sri Mullapudi Thimmaraja as Joint Managing Director (whole-time Director) for a period of 5 years who attained age of 70 years.		
3.	Re-appointment of Sri Pendyala Achuta Ramayya as Joint Managing Director (whole-time Director) for a period of 5 years who is attaining age of 70 years on 12.02.2025.		

Signed this day of 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp not
less than
Re 1.00

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.