

---

# RIGA SUGAR COMPANY LIMITED

Registered Office: 14, Netaji Subhas Road, Kolkata- 700 001

CIN: L15421WB1980PLC032970

## ANNUAL GENERAL MEETING

### NOTICE

Notice is hereby given that the Thirty fifth Annual General Meeting of the Members of RIGA SUGAR COMPANY LIMITED will be held on Friday, 30th day of September, 2016 at 10.00 a.m. at SITARAM SEKSARIA SABHAGAR (Auditorium), Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017, to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Item No.1: Adoption of financial statements**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon

##### **Item No.2: Appointment of Auditors**

To appoint Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s K.N.Gutgutia & Co., Chartered Accountants (ICAI Firm Registration No. 304153E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company ."

#### **SPECIAL BUSINESS:**

##### **Item No. 3 Appointment of Independent Director**

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

"RESOLVED that pursuant to the provisions of sections 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules framed there under ( including any statutory modification(s) or re-enactment thereof for the time being in force) Dr.Dilip Kumar Datta (DIN 00406151), a non-executive Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office from the date of this Annual General Meeting upto expiry of five consecutive years or the date of 40th Annual General Meeting, whichever is earlier"

##### **Item No. 4 : Ratification of Remuneration of Cost Auditors for the financial year ending 31st March,2017**

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

"Resolved that pursuant to the provisions of Section 148 of the Companies Act,2013 and all other applicable provisions (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March,2017, be paid the remuneration as set out in the explanatory statement annexed hereto.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts and all such steps as may be necessary, proper or expedient to give effect to this resolution."

##### **Item No.5- Re-appointment and revision of remuneration of Managing Director of the company**

To consider and if thought fit to pass with or without modification(S) the following Resolution as Special resolution:-

"Resolved that pursuant to the provisions of section 196,197 and 203 of the Companies Act, 2013 and all the applicable provisions of schedule V (including any statutory modification(s) or re-enactment thereof, for the time being in force) subject to such other consents, approvals, Mr. O.P. Dhanuka be and is hereby is re-appointed on revised remuneration and terms and conditions as Managing Director of the company for the period of 3 years effective from 13th August, 2016 on the terms and conditions hereinafter mentioned."

By Order of the Board of Directors

Place : Kolkata

Date : 13th August, 2016

**Shailendra Prasad**  
Company Secretary

---

**Notes:**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of special business under Item No. 3 to 5 of 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 instead of himself and the proxy need not be a Member of the Company.
3. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
4. The Register of Members and Transfer Books of the Company will be closed from 27th September, 2016, to 30th September, 2016, both days inclusive.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, S. K. Infosolutions Pvt. Ltd (SKIPL) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to SKIPL.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or SKIPL for assistance in this regard.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts, are requested to write to the Company at least 7 days in advance of AGM date to enable the Management to keep the information ready at the meeting.
9. Members are hereby informed that dividends which remain unclaimed/ unencashed over a period of 7 years have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government. Unclaimed/ un-encashed dividend (Final dividend) declared by the Company for the year ended 31st March, 2009 would be transferred to the said fund after 2nd April, 2017 within 30 days. Shareholders are advised to send all the un-encashed dividend warrants to the Registered Office of the Company for revalidation and encash them immediately. Unclaimed/ Unencashed dividend upto the years ended 31st March, 2008 have already been transferred to the IEPF.
10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29th September, 2015 (date of last Annual General Meeting) on the website of the Company ([www.rigasugar.com](http://www.rigasugar.com)) as also on the Ministry of Corporate Affairs website ([www.mca.gov.in](http://www.mca.gov.in)).
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative' the Members who have not registered their e-mail addresses are requested to register the same with SKIPL /Depositories.
13. SEBI has mandated the submission of Permanent Account No. (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the company or registrar.
14. Voting Right by electronic means
  - I. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under and clause 35B of the Listing Agreement with the Stock Exchanges, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the above Annual General Meeting (AGM) by electronic means and business may be transacted through e-Voting Services. The Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all resolutions set forth in this Notice.
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- 
- III. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for e-voting are as under:
- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
- i. Open the e-mail and also open PDF file namely "RSCL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - iii. Click on Shareholder - Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
  - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
  - viii. Select "EVEN" (E-Voting Event Number) of Riga Sugar Company Limited. Now you are ready for e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [hmchoraria@gmail.com](mailto:hmchoraria@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com).
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM: EVEN (E-Voting Event Number) USER ID PASSWORD/PIN
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions:
- i. The remote e-voting period commences on 27th September, 2016 (9.00 a.m. IST) and ends on 29th September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 24th September, 2016 (cut-off date), may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the date of cut-off date. In case of joint holders, only one of the joint holders may cast his vote.
  - iii. Mr. H.M.Choraria, Practicing Company Secretary (Membership No. FCS 2398), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the venue of Annual General Meeting in a fair and transparent manner.
  - iv. The Scrutinizer shall, after conclusion of voting at AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, not later than three days after conclusion of AGM to the Chairman or person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.
-

- 
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rigasugar.com](http://www.rigasugar.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and communicated to the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of requisite nos. of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of AGM.
  - vi. All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the company during normal business hours on all working days except Saturday.

### **Explanatory Statement**

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the special business mentioned under Item No 3 to 5 of the accompanying Notice:

#### **Item No. 3:**

The Company appointed Dr. Dilip Kumar Datta (DIN: 00406151) as Independent Director who have been discharging the role and functions of Independent Director in terms of Regulation 16 of SEBI ( Listing Obligations and Disclosure) Regulations, 2015. In compliance of sections 149, 150, and 152 read with Schedule IV and any other applicable provisions of Act Dr. Dilip Kumar Datta ,is proposed to be appointed as an Independent Director who shall hold office from the date of this Annual General Meeting upto expiry of five consecutive years or the date of the 40th Annual General Meeting , whichever is earlier. Notice have been received from a Member referring to Section 160 of the Act, proposing him for appointment as an Independent Director at the forthcoming Annual General Meeting of the Company.

Dr. Dilip Kumar Datta have the desired qualification and in depth experience. The particulars of Dr. Dilip Kumar Datta namely, age, qualification, past experience and other details are given separately in this Notice.

In the opinion of the Board, Dr. Dilip Kumar Datta fulfils the conditions specified in the Act and meets the criteria of independence specified in section 149(6) of the Act and SEBI Listing Regulations for appointment as an Independent Director. The Board considers that association of Dr. Datta would be of immense benefit to the Company . Accordingly the Board recommends the resolution set out at item No.3 for approval of Shareholders of the Company.

Dr. Dilip Kumar Datta may be considered to be interested in the respective Resolution in so far as it relates to him individually. No other Director or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in respect of the said resolutions

#### **Item No 4:**

The Companies (Cost Records and Audit) Amendment Rules, 2014 the company is required to appoint Cost Auditor for Sugar, Ethanol and Power. The proposal for re-appointment M/s. Mani & Co., Cost Accountants as Cost Auditor for the year 2016-17 was recommended by the Audit Committee to the Board. It was proposed to re-appoint M/s. Mani & Co., Cost Accountants, 'Ashoka', 111, Southern Avenue, Kolkata - 700 029 as Cost Auditors for conducting the cost audit of the cost records of the Company for the Financial Year 2016-17 on a remuneration of Rs. 85,000/- (Rupees eighty five thousand only) per annum plus out of pocket expenses.

The letter dated 27th April, 2016 of Cost Auditors regarding their eligibility for re-appointment as Cost Auditor will be available for inspection at the Registered office of the Company between hours of 10.00 a.m. and 12 Noon on any working day except Saturday.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Members. Hence this Resolution is put for the consideration of the Members.

The Board recommends the resolution set forth in item no. 4 for the approval of the Members.

None of the Directors, key managerial personnel and relatives of such persons is in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No 5:**

Mr O.P. Dhanuka was re-appointed as Managing Director of the Company on 1st March 2014 for the period of 3 Years ending on 28th February 2017. In view of changed sugar business and economy scenario and trend in the Sugar Industry, the Remuneration of Mr. Dhanuka needs to be revised upward with simultaneous re-appointment. The Nomination and Remuneration Committee in their meeting held on 11th August 2016 recommended revised salary of Mr. Dhanuka and simultaneous reappointment for another 3 Years on such terms and conditions as set out hereinafter. Thereafter the Board in their meeting held on 13th of August 2016 reappointed him a fresh as the Managing Director of the company for the period of 3 years effective from 13th August 2016 and revised the salary of Mr. O.P. Dhanuka and on the terms and conditions hereinafter mentioned:

- (1) Salary- Rs 2,00,000/-per month with Annual increment upto 20,000/-per month

- (2) Furnished Accommodation /House Rent Allowances - Upto 50% of Salary.
- (3) Free gas, electricity and water supply.
- (4) Actual medical expenses incurred for self and family members shall be reimbursed, subject to ceiling of one month's salary in a year or 3 month salary over a period of 3years.
- (5) Leave travel concession for self and family once in a year in accordance with rules of the company.
- (6) Fees of club, subject to maximum of two clubs but excluding admission and/or Life Membership fees.
- (7) Contribution towards Provident fund, Pension and/or Superannuation funds as per rules of the company. However, above will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under Income Tax Act, 1961.
- (8) Gratuity not exceeding half month's salary for each completed year of service, subject to the ceiling as prescribed under the payment of Gratuity Act 1972 as amended from time to time.
- (9) Chauffeur driven car for company's business.
- (10) Free telephone at resident excluding personal long distance call.
- (11) Actual and properly incurred entertainment expenses in the course of business shall be reimbursed.
- (12) Leave encashment on expiry of service as per rules of the company.

In case of inadequate profit/no profit the remuneration will be payable within the limit as prescribed in the Companies Ac, 2013 and Rules made thereunder.

The information as required under Part II of schedule V of Companies' Act 2013 are mentioned below:-

SI No.	Particulars	
1	<b>General Information</b>	
	Nature of the Industry	Sugar and Distillery
	Date or Expected date of the commencement of commercial production	Not applicable, as industry is already in operation
	In case of new company, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable, as industry is already in operation
	Financial performance based on given indicators	The company has made losses for the financial year 2014-15 and 2015-16 due to depressed sugar prices in the country. Most of the sugar companies in India incurred losses during last few years due to lower realization of sugar than the cost of production.
	Foreign investment or collaborations, if any	None
2	<b>Information about the Appointee</b>	
	Background details	<p>Mr.O.P.Dhanuka, 66 years is Commerce Graduate and MBA. He has 44 years of experience in Sugar, Fertilizer, Distillery, Paper, Chemical and Copper Winding Wire industry. He was President of Indian Sugar Industry Association (ISMA) and Chairman of Bihar Sugar Industry Association. He is Committee member of ISMA for last 35 years. He was President of Winding Wires Association. He is presently committee member of Indian Chamber Of Commerce.</p> <p>Mr. Dhanuka has played very pivotal role for development of Sugar Industry in India. For this he has taken the cause of Sugar Industry with the Government vigorously and has been instrumental in reform of government Sugar Policy for its orderly development.</p>

	Past remuneration	During the financial year 2014-15 and 2015-16 Mr. O.P. Dhanuka was given an annual remuneration of Rs 22.94 Lacs and 23.25 Lacs respectively.
	Recognition or award	Life Time Achievement Award for his outstanding contribution to the Growth and Development of Indian Sugar Industry from The Sugar Technologists' Association of India in 2014
	Job profile and his suitability	Mr O.P.Dhanuka is founding Director of the Company since 1980.He is Managing Director for over 20years and looking after the entire business of the company and day to day affairs. He has been driving force for growth of the company for last 3 decades, and continue to have zeal to lead the company for further growth.
	Remuneration proposed	As mentioned above
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)	The remuneration proposed to Mr. O.P. Dhanuka is in line with industry norms and even on lower side when compared with similar profile in the industry.
	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel ,if any.	Mr. Srivrat Dhanuka ,Chief Operating Officer is son of Mr. O.P.Dhanuka and drawing remuneration of Rs. 20.59 Lacs in 2015-2016 as reported in Related Party Transaction in the Annual Report.
3	<b>Other Information</b>	
	Reason of loss or inadequate profit	The company has made losses for the financial year 2014-15 and 2015-16, due to depressed sugar prices in the country. Incurred losses due to lower realization of sugar than the cost of production.
	Steps taken or proposed to be taken for improvement	The company has been diversifying into related business of by-product and co-product of sugar. The distillery is producing Ethanol which has got very remunerative realization and been supplied to Oil Marketing Companies. The company has also started producing co-generation of salable Power which is being supplied to State Electricity Board. The Sugar prices after prolonged downward cycle has started recovering which will help to contribute in the margin in the sale of sugar. The bio-fertiliser business is also generating good return due to better production quality. All these will help to improve the financial of the company .
	Expected increase in productivity and profits in measurable terms	The company is striving for increase of production of sugar, Ethanol and Bio-fertiliser. This will add profitability into the company. Profitability in measurable terms is not possible to quantify.
4	Disclosures	Covered under Annual Corporate Governance report of the company.

None of the Directors of the Company, Key Managerial Person or their Relatives except Mr. O.P.Dhanuka is interested in the aforesaid resolution.

The Board recommend for passing of aforesaid special resolution.

Kolkata, 13th August, 2016  
CIN: L15421WB1980PLC032970

Registered Office:  
14, Netaji Subhas Road  
Kolkata- 700 001

By Order of the Board of Directors

**Shailendra Prasad**  
Company Secretary

Details of Director Seeking Appointment/Re-appointment at the Annual General Meeting

<b>Particulars</b>	<b>Dr. Dilip Kumar Datta</b>	<b>Mr. O.P. Dhanuka</b>
Date of Birth	7th September, 1945	26th January, 1950
Date of appointment Appointment	23rd October, 1990	Mr O.P.Dhanuka is founding Director of the Company since 2nd September, 1980
Qualifications	M.Tech (Chemical Engineering) M.B.A.(Finance), Ph.D. (Business Management)	Commerce Graduate and MBA
Expertise in specific functional areas	Vast knowledge of Finance and Industrial & Corporate Management	Has 44 years of experience in Sugar, Fertilizer, Distillery, Paper, Chemical and Copper Winding Wire industry. He was President of Indian Sugar Mills Association (ISMA) and Chairman of Bihar Sugar Industry Association. He is Committee member of ISMA for last 35 years.
Directorships held in other companies (excluding foreign companies)	1. Sayantan Consultats Pvt.Ltd. 2. The Ganges Manufacturing Co. Ltd. 3. The Angles Co. Ltd. 4. Nicco Corporation Ltd.	1. The Belsund Sugar & Industries Limited 2. D G Vitta Vinimay & Properties Ltd. 3. Paramount Stock and Share Broking Services Limited 4. Dhaulana Sugar Industries Limited 5. Indian Chamber of Commerce, Kolkata
Memberships/ Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	-	-
Number of shares held in the Company		