

THE RAVALGAON SUGAR FARM LTD.

Regd. Office: P. O. Ravalgaon - 423108, Taluka Malegaon, Dist: Nashik, Maharashtra.
CIN: L01110MH1933PLC001930

NOTICE

To,
All Shareholders,

Notice is hereby given that an Extra Ordinary General Meeting of the members of The Ravalgaon Sugar Farm Ltd will be held on Monday, 10th September 2018 at 11:30 am at South Lounge, Centre 1, World Trade Center, Cuffe Parade, Mumbai – 400 005, Maharashtra to transact the following business as special business:

SPECIAL BUSINESS:

1. Resolution to be passed under Section 180 (1) (a) of the Companies Act, 2013 to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable/ movable property/ies at Ravalgaon in Maharashtra state.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof or any person authorised by the Board in this behalf), to lease, sell, transfer, convey, assign or otherwise dispose of the Company's Sugar Plant together with plant and machinery and land on which the said plant is standing and also other land in aggregate not exceeding 100 acres together with building, structures, rights and fixtures thereon located at Ravalgaon in one or more parcels (hereinafter referred to as “the said property”) to any person(s) and /or entity(ies) as may be determined by the Board, for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

Resolved further that the Board be and is hereby authorized to do and perform all such acts, matters deeds and things as may be necessary, without further referring the matter to the members of the Company, including finalizing the suitable lessee(s)/purchaser(s)/ assignee(s), developer as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, deeds of conveyance and irrevocable powers of attorney etc. and such other document(s) as may be necessary or expedient in its own discretion and in the best interest of the Company, including the power to delegate, to give effect to this resolution.

Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Notes:

1. The Explanatory Statement and reasons for the proposed Special Resolutions under Item No. 1, pursuant to Section 102 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. A member entitled to attend and vote at the Extra Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. A body corporate, being a member, shall be deemed to be personally present at the meeting, if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
4. For convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by the attendance slip, which is annexed to the Proxy Form. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given on Page No. 4 EVSN - 180813005
7. Members / Beneficial Owners are requested to quote their full name as per the Company's record, Folio No. / DP and Client ID Nos., as the case may be, in all correspondence with the Company.
8. Members who hold shares in dematerialized form are requested to write their client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday 3rd September 2018 to Monday 10th September 2018 (both days inclusive).

By Order of the Board of Directors

H. B. Doshi
Chairman and Managing Director
Place: Mumbai
Date: 9th August 2018
Registered Office
Ravalgaon - 423108, Taluka Malegaon,
District Nasik, Maharashtra, India

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 1

The Company has received firm inquiry and offer for purchase of the Sugar Plant together with plant and machinery and land on which the said plant is standing and also some other land together with building, structures, rights and fixtures thereon located at Ravalgaon (hereinafter referred to as "the said property").

The Company has ceased its sugar manufacturing activity since quite some time and therefore it would be in the interest of the Company to unlock the values of the assets which are in any event not being used by the Company. The said property may be said to constitute substantially the whole of the undertaking of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013. Accordingly, such sale would be subject to the consent of the Company by a special resolution at a general meeting.

The consideration to be received on said lease and/or sale, transfer, conveyance, assignment or sale of above property shall be utilized in paying off the Company's long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the financial position of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on 9th August 2018 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable/ movable property as stated above along with building, structures, rights and fixtures thereon to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company. It is decided that such sale will be at a price that is not less than the following:

1. So far as the lands are concerned, the price should be not less than the ready reckoner value; and
2. So far as the plant and machinery is concerned, the price should be not less than the price determined by a government approved valuer

Further, The sale of the plant and machinery shall be endeavoured to be made on as is where is basis and on the basis that it will be the responsibility of the purchaser to obtain all necessary approvals, permissions and consents at his risk and cost.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution..

By Order of the Board of Directors

H. B. Doshi
Chairman and Managing Director

Place: Mumbai
Date: 9th August 2018

Registered Office
Ravalgaon - 423108, Taluka Malegaon,
District Nasik, Maharashtra, India

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING.

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 5th September 2018 on 9:00 hours and ends on 8th September 2018 at 18:00 hours. 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) of 31st August 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - * For CDSL: 16 digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. 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.
7. If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Note	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4)

8. After entering these details appropriately, click on "SUBMIT" tab.
9. 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the The Ravalgaon Sugar Farm Ltd..
12. 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.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT" tab. 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.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. 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.
 - * After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

THE RAVALGAON SUGAR FARM LTD.

Regd. Office: P. O. Ravalgaon - 423108, Taluka Malegaon, Dist: Nashik, Maharashtra.

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name of the member
Registered Folio No.:
Client ID No.:

No. of Shares held:
DP ID No.:

(Please write name in BLOCK Letters)

I/We hereby record my/our presence at the EXTRA ORDINARY GENERAL MEETING of the Company Scheduled to be held at South Lounge, Centre 1, World Trade Center, Cuffe Parade, Mumbai – 400 005 Maharashtra on Monday, 10th September 2018 at 10:30 a.m.

Members/Proxy's Signature
(To be signed at the time of handing over this slip)

NOTES:

1. Members/Proxy holders are requested to bring their copy of the Annual Report with them to the meeting.
2. Please carry this Attendance Slip with you and hand over the same, duly signed in the space provided, at the entrance to the meeting hall.

----- CUT HERE -----

Form No. MGT-11 – PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01110MH1933PLC001930

Name of the company: THE RAVALGAON SUGAR FARM LIMITED

Registered office: Ravalgaon - 423108, Taluka Malegaon, District Nashik, Maharashtra, India

Name of the member (s): _____

Registered address: _____

_____ E-Mail Id _____

Folio No./Client ID: _____ DP ID: _____

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

1. Name _____
Address _____
Email ID _____ Signature _____ or failing him
2. Name _____
Address _____
Email ID _____ Signature _____ or failing him
3. Name _____
Address _____
Email ID _____ Signature _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held at South Lounge, Centre 1, World Trade Center, Cuffe Parade, Mumbai - 400 005 Maharashtra on Monday, 10th September 2018 at 10:30 a.m. to 11:30 a.m. and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No.1 _____

Resolution No.2 _____

Resolution No.3 _____

Signed this _____ day of _____ 2018 _____

Signature of shareholder _____

Signature of proxy holder(s) _____

Affix
Revenue
Stamp

Note: In order to be effective, this form of proxy should be duly completed and deposited and the Registered Office of the Company no less than 48 hours before the commencement of the Extra Ordinary General Meeting.