



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



Postal Ballot Notice:

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014.

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (the “**Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (the “**Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid - 19” issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), that the resolution appended herein below for authorizing for disposal of the undertaking located at Unit No.2 at Village Gunj- Sawana, Tah. Mahagoan, Dist. Yavatmal – 445205, (Maharashtra) to be passed as Special Resolution by the Members of Natural Sugar and Allied Industries Limited (Natural Sugar”) through Postal Ballot only through the remote e-voting process.

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Natural Sugar through remote e-voting.

In compliance with provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Natural Sugar is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

You are requested to peruse the proposed Resolution along with its respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting

Resolution:

Disposal of the undertaking being the Unit No. 2 consisting of Sugar Plant, machinery and all related assets of the Company as situated at Village Gunj- Sawana, Tah. Mahagaon, Dist. Yavatmal. Pin: 445205 (Maharashtra) by way of Sale, Transfer.

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

“**RESOLVED THAT** pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and subject to such other approvals as may be applicable and required under various statutes or regulations or any other law for the time being in force, consent of the Members be



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) to sell, transfer and dispose of, the entire undertaking of the company located at Unit No. 2 at Village Gunj- Sawana, Tah. Mahagaon, Dist. Yavatmal – 445205 (Maharashtra) as a going concern basis together with the use of all the licences, permits, consents and approvals whatsoever, and all related assets as situated at unit No. 2 at Village Gunj- Sawana, Tah. Mahagaon, Dist. Yavatmal. Pin: 445205 (Maharashtra) and the related liabilities on the terms and conditions as the Board of Directors may deem fit in this behalf, to the best bidder, for the consideration/price as may be determined by the Board of Directors in this behalf, subject to certain adjustments after closing, as agreed between the Company and successful bidder or by private sharing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to delegate any or all of the aforesaid powers to any committee or employee or person by way of executing necessary power of attorney or authority letter.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Place: Sainagar, Ranjani
Date: 22nd July 2020

By Order of the Board of Directors
For Natural Sugar and Allied Industries Limited
Sd/-
Shekhar V. Shende
Company Secretary
M. No. A21553

XX

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of Companies Act, 2013, setting out material facts for the proposed resolution is annexed herein below to this notice.
2. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on 23rd July 2020 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent- Link Intime India Private Limited (“RTA”).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date (3rd July 2020). Any recipient of the Postal



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

4. Pursuant to the applicable provisions of the Act and Rules framed there under, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the RTA on rnt.helpdesk@linkintime.co.in. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
6. E-voting will commence from Saturday, 25th July 2020 (9.00 A.M. IST) to Sunday, 23rd August, 2020 (5.00 P.M. IST) and e-voting shall not be allowed beyond the said date and time and the e-voting module shall be disabled on closing of the period of e-voting.
7. Resolution No. 1, if passed by the Members through postal ballot is deemed to have been duly passed on the last date specified for the e-voting i.e. 23rd August 2020 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English national daily (in English language) and one regional daily newspaper (in vernacular language, i.e. Marathi).
10. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact Link Intime by e-mail at rnt.helpdesk@linkintime.co.in or the Company Secretary at the contact details given hereinabove or at naturalgad@gmail.com.
11. The Postal Ballot Notice is also placed on the website of the Company www.naturalsugar.in.
12. The Board of Directors of the Company has appointed Shri Manoj Shah (Membership No. 4238 & Certificate of Practice No. 2499), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot/e-voting process in a fair and transparent manner
13. The results of the postal ballot will be placed on the Company’s website at www.naturalsugar.in and on the website of Link Intime at <https://instavote.linkintime.co.in>. In the event that the national lockdown on account of COVID-19 situation is eased off and the Company’s offices are open for business, the Company will also display the results of the postal ballot at its registered office.
14. The last date specified by the Company for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.

Voting through electronic means

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000

XX



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



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

Item No. 1:

The Company had purchased the undertaking consisting of Sugar plant, at Village Gunj Sawana, Tah. Mahagaon, Dist. Yavatmal in the financial year 2015-16 (known as Unit 2 of the Company) keeping in view the increase in the business volume vis a vis economic and social development of persons (farmers) living within the working premises of the Unit (sugar factory). The said unit was in fact in suspended animation in last few years before acquiring by the Company. The management of the Company followed the continuous Development program in the unit including renovation of plant, providing employment opportunities to persons living in the nearby area and those who are associated with sugar factory (sugarcane growers).

In spite of taking of various steps for development in the unit 2, the response from local persons was negligible and that the Company was incurring losses on that unit continuously.

Considering the continued incurring of losses, increase in overall liabilities and increase in overhead expenses of Unit 2 operations and also at Company's Unit 1 plant at Ranjani, , the management of the Company proposed to dispose of the Unit 2 plant by way of sale out by way of demanding tenders from general public. By sale of this undertaking, the liabilities of the Company will minimize to certain extent.

Details of the Unit 2 plant are as follows:

| Particulars | Information |
|---------------------------|---|
| Name of undertaking | Unit 2 of Natural Sugar |
| Location | At Village Gunj- Sawana, Tah. Mahagaon, Dist. Yavatmal. (Maharashtra) |
| Activity | Manufacturing of Sugar and its bye products. |
| Capacity | 2500 TPD |
| Minimum Price for Bidding | As decided by the Board |

The Board of Directors vide its meeting held on 22/07/2020 had approved the proposal of disposal of Unit No.2 by way of sale so that the management shall focus on the better development of the existing unit No. 1.

The net sale proceeds received by the Company on disposal of Unit 2, will be utilized for the renewal and expansion of the existing plat at Unit No.1 and paying out the existing debts so that reduce the burden of interest.

The Disposal of Unit No.2 shall be in the interest of the Shareholders of the Company and will not result in the reduction of Capital of the Company or will not restrict any right of the shareholders in respect of voting, dividend rights etc. Also there will be no change in the management of the company by dispose of the said unit no. 2.



CIN-U72214MH1998PLC121048

NATURAL SUGAR & ALLIED INDUSTRIES LTD.

An ISO 9001:2008 Company



It is therefore considered necessary to seek the approval of the members by way of Special Resolution for disposal of the undertaking at Unit No. 2 of the Company by way of sale, within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Board commends the Special Resolution as set out in Item No. 1 of the Notice for approval of the Members.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 1 of the Notice.

Place: Sainagar, Ranjani

Date: 22nd July 2020

By Order of the Board of Directors
For Natural Sugar and Allied Industries Limited

Sd/-

Shekhar V. Shende
Company Secretary
M. No. A21553