

THIRU AROORAN SUGARS LIMITED

CIN: L15421TN1954PLC002915

Regd. Office: "Eldorado", 5th Floor, 112, Nungambakkam High Road, Chennai - 600 034

Website: www.tasugars.in - E-mail id: secretarial@tasugars.in

Phone: 044 - 28276001, 28270915 - Fax 044-28270470

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Thiru Arooran Sugars Limited

NOTICE is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed Special Resolutions are proposed to be passed by way of Postal Ballot for which the requisite Ballot Form and self addressed postage prepaid envelope are enclosed. A statement setting out the material facts concerning each item of business is enclosed.

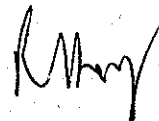
Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members may cast their votes either through Postal Ballot Form or electronically (e-Voting) through the e-Voting platform of National Securities Depository Ltd (NSDL). Those Members opting for e-Voting may follow the instructions given for e-Voting, as appended to this Notice.

The Board of Directors has appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process including e-Voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed and signed in the attached self-addressed, Business Reply envelope, so as to reach the Scrutinizer on or before the close of working hours (5.30 P.M.) on Saturday, March 26, 2016. Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutinizer will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the Postal Ballots and the votes cast electronically. The results of the Postal Ballot (including e-Voting) will be announced by the Chairman or any Director or Company Secretary of the Company on March 28, 2016 at 11.00 A.M. at the Registered Office of the Company at "Eldorado", 5th Floor, 112, Nungambakkam High Road, Chennai - 600 034. The results of the Postal Ballot would be displayed on the Notice Board at the Registered Office and posted on the Company's website viz., www.tasugars.in besides being communicated to the Stock Exchanges where the Company's shares are listed.

The date of declaration of the results will be treated as the date of passing of the said resolutions. The Special Resolutions will be declared as passed, if votes cast in favour of the Resolutions are not less than three times the number of the votes, if any, cast against it by the Members so entitled and voting.

By Order of the Board
for THIRU AROORAN SUGARS LTD



R R KARTHIKEYAN
COMPANY SECRETARY

Chennai
February 12, 2016

- Encl: 1. Resolutions and Statement
2. Postal Ballot Form & self addressed postage pre-paid envelope

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Resolutions and Statement

SPECIAL BUSINESS

Item No.1

To consider and accord consent/dissent to the following resolution as a **Special Resolution**:

RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 to mortgage and/or charge by the Board of Directors of the Company, all the immovable and movable properties of the Company, both present and future, as and by way of pari passu first charge in favour of the following Lenders/Lead Bank viz. State Bank of India/Trustees of the Lenders, to secure the Credit facilities of Rs.275.13 crores (Rupees Two hundred and seventy five crores and thirteen lakhs only) sanctioned by them as under, together with interest at the agreed rates and other monies payable by the Company to the Banks in terms of the Agreements entered into by the Company in respect of the said Credit Facilities.

Name of the Bank	Amount (Rs in crores)
State Bank of India	131.55
IDBI Bank	80.94
UCO Bank	30.58
Standard Chartered Bank	10.00
Union Bank of India	7.93
Punjab National Bank	6.13
DCB Bank	8.00
Total @	275.13

@ Includes Rs.225.13 crores, being Non-Fund based limits by way of Export Performance Bank Guarantees equivalent to US \$ 36.43 mn.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.

Item No.2

To consider and accord consent/dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 for issue of Corporate Guarantee for Rs.8.84 crores (Rupees Eight crores and eighty four lakhs only) in favour of ICICI Bank as collateral security for the Credit Facilities sanctioned by the Bank vide letter dated August 25, 2015 to the Cane Growers/Cane Harvesters of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take, from time to time, such decisions and steps as may be deemed fit and appropriate and to execute such documents, deeds, writings and/or agreements as may be required.

Item No.3

To consider and accord consent/dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT consent of the Company be and is hereby accorded under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 for issue of Corporate Guarantee for Rs.50 crores (Rupees Fifty crores only) in favour of Corporation Bank, as collateral security for the Credit Facilities sanctioned by the Corporation Bank vide their letter dated July 10, 2015 to the Cane Growers/Cane Harvesters of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take, from time to time, such decisions and steps as may be deemed fit and appropriate and to execute such documents, deeds, writings and/or agreements as may be required.

Item No.4

To consider and accord consent/dissent to the following resolution as a **Special Resolution**:

RESOLVED that consent be and is hereby accorded under Section 186 and other applicable provisions, if any, of the Companies Act, 2013 for:

- (i) issue of Corporate Guarantees aggregating to a maximum of US\$ 109.47 million (US Dollar One Hundred and Nine Million and Four Hundred and Seventy Thousand only) equivalent to INR 682.90 crores (Rupees Six hundred and eighty two crores and ninety lakhs only) which is subject to fluctuations in Foreign Exchange rate;
- (ii) pledge of 1,45,52,000 Equity Shares of Rs.10/- each fully paid up of Shree Ambika Sugars Ltd held by the Company,

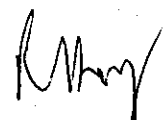
both in favour of the following Lenders and/or their representative Trustee(s), as collateral security for the Fund/Non Fund based Credit Facilities including Export Performance Bank Guarantees, which have been sanctioned by the following Lenders to Shree Ambika Sugars Ltd, an Associate Company:

Sl. No.	Name of the Lender	Amount (Rs. in crores)*	Amount (US \$ in millions)
1	Lakshmi Vilas Bank	53.25	8.66
2	Punjab National Bank	266.17	43.00
3	IDBI Bank Ltd	102.81	16.72
4	Canara Bank	83.60	13.60
5	Andhra Bank	60.00	9.45
6	Corporation Bank	9.25	1.40
7	Indian Bank	20.00	3.08
8	State Bank of India	9.10	1.48
9	Union Bank of India	13.72	2.08
10	L&T Infrastructure Finance Co Ltd	65.00	10.00
	Total	682.90	109.47

* The amount is calculated on the basis of Exchange rates prevailing at the relevant point of time (being the date of the sanction letter of the respective Lenders). This is subject to fluctuations in the Foreign Exchange rate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take, from time to time, such decisions and steps as may be deemed fit and appropriate and to execute such documents, deeds, writings and/or agreements as may be required.

By Order of the Board
for **THIRU AROORAN SUGARS LTD**



R R KARTHIKEYAN
Company Secretary

Statement under Section 102 of the Companies Act,2013

Item No.1

The Company has been sanctioned Credit Facilities aggregating to Rs.275.13 crores as under to meet Working Capital requirements of the Company. The aforesaid amount includes Non Fund based Limit of Rs.225.13 crores equivalent to US \$ 36.43 million by way of Export Performance Bank Guarantees, which are substantially in conversion of Fund based limits.

As per the terms of sanction, the aforesaid Credit Facilities are to be secured, inter alia, by a pari-passu first charge on the whole of the immovable and movable assets of the Company, present and future.

Since mortgaging by the Company of its immovable assets as aforesaid in favour of the Banks may be regarded as the disposal of the Company's assets/undertaking, it is necessary for the Members to pass a Special Resolution under Section 180(1)(a) of the Companies Act,2013 and accordingly the requisite Special Resolution is proposed for the consent of the Members and the Directors recommend the same for approval.

Memorandum of Interest

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

Item No.2

ICICI Bank, Chennai have sanctioned Credit Facility of Rs. 8.84 crores to the Cane Growers/Cane Harvesters attached to the Sugar Units of the Company vide their letters dated August 25,2015. As per terms of sanction, the aforesaid Credit Facility is to be secured by Corporate Guarantee of the Company. The issue of the aforesaid Corporate Guarantee by the Company would require prior approval/sanction from the Shareholders, as required under Section 186 of the Companies Act,2013, as the issuance of such Guarantee would be in excess of the limits prescribed under the said section.

Accordingly, consent of the Shareholders is being sought for extension of Corporate Guarantee as above by means of Postal Ballot, pursuant to Section 110 of the Companies Act,2013 read with the Companies (Management and Administration) Rules,2014.

Memorandum of Interest

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

Item No.3

Corporation Bank, Kumbakonam Branch has sanctioned Credit Facility of Rs.50 crores to the Cane Growers/Cane Harvesters attached to the Sugar Unit of the Company at Tirumandankudi, vide their letter dated July 10, 2015. As per terms of sanction, the aforesaid Credit Facility is to be secured by Corporate Guarantee of the Company. The issue of the aforesaid Corporate Guarantee of the Company would require prior approval/sanction from the shareholders, as required under Section 186 of the Companies Act, 2013, as the issuance of such Guarantee would be in excess of the limits prescribed under the said section.

Accordingly, consent of the Shareholders is being sought for extension of Corporate Guarantee as above, by means of Postal Ballot, pursuant to Section 110 of the Companies Act,2013 read with the Companies (Management and Administration) Rules, 2014.

Memorandum of Interest

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

Item No.4

Your Company is a promoter of Shree Ambika Sugars Limited ("SASL"), an Associate Company. SASL has been availing credit facilities from various Lenders and the due discharge of such facilities by SASL have been guaranteed by your Company from time to time. Such guarantees are continuous in their very nature. These guarantees are to be renewed or guaranteed afresh from time to time in pursuance of the obligation(s) arising under the terms of the Guarantee.

The nature of credit facilities enjoyed by SASL has been modified from time to time and presently the Fund-based credit facilities have been converted substantially into Non-Fund based limits.

The following Lenders have sanctioned Non Fund based Credit Facilities including Export Performance Bank Guarantee aggregating to US \$ 109.47 million (USD One Hundred and Nine Million and Four Hundred and Seventy Thousand only) equivalent to Rs.682.90 crores (based on the Exchange Rate prevailing on the date of the respective sanction letters), as detailed below, to the Associate Company, Shree Ambika Sugars Ltd.

Sl. No.	Name of the Lender	Date of the sanction letter	Amount (Rs in crores)*	Amount (US \$ in millions)
1	Lakshmi Vilas Bank	April 06,2015	53.25	8.66
2	Punjab National Bank	May 16,2015	266.17	43.00
3	IDBI Bank Ltd	June 20,2015	102.81	16.72
4	Canara Bank	July 29,2015	83.60	13.60
5	Andhra Bank	July 31,2015	60.00	9.45
6	Corporation Bank	Sep 29,2015	9.25	1.40
7	Indian Bank	Oct 09,2015	20.00	3.08
8	State Bank of India	Nov 07,2015	9.10	1.48
9	Union Bank of India	Dec 14,2015	13.72	2.08
10	L & T Infrastructure Finance Co Ltd	Dec 08,2015	65.00	10.00
	Total		682.90	109.47

As per terms of the sanction, the Lenders have sought for issuance of a fresh Deed of Guarantee by your Company. On execution of the new Deed of Guarantee, the earlier Guarantees issued by the Company would lapse. In some cases, there may also be change in the Lenders.

The terms of the sanction provide for modification/alteration of the Credit facilities without any further notice to the Company. Accordingly the Guarantee(s) issued by your Company would continue to be valid even after such modification/alteration. Your Company may have to execute fresh Guarantee Deeds in respect of new Lender(s) or its respective Trustee(s). However, the quantum will not exceed the limits in USD specified in the resolution. The resolution, if approved, would cover all the above guarantees. The guarantee(s) is a collateral security and the credit facilities are primarily secured by a charge over the assets of SASL. In addition to the guarantee, the aforesaid credit facilities are to be additionally secured by pledge of 1,45,52,000 Equity Shares of SASL held by your Company in favour of lender(s) or its respective Trustee(s).

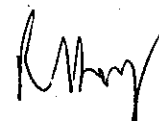
The issuance of Corporate Guarantees and pledge of Equity Shares of SASL held by your Company in favour of Lender(s) or its respective Trustee(s) would require prior approval/sanction from the Shareholders, as required under Section 186 of the Companies Act, 2013, as the issuance of such Guarantees/Pledge would be in excess of the limits prescribed under the said section.

Accordingly, consent of the Shareholders is being sought for the Resolution No.4 by means of Postal Ballot, pursuant to Section 110 of the Companies Act,2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Memorandum of Interest

Mr. R V Tyagarajan, Chairman and Managing Director, Mrs. Malathi Ram Tyagarajan and Mr. V Thirupathi, Directors may be deemed to be concerned or interested in the Resolution in their capacity as Directors of Shree Ambika Sugars Limited. The Directors recommend the Resolution for approval of the Shareholders.

By Order of the Board
for THIRU AROORAN SUGARS LTD



R R KARTHIKEYAN
COMPANY SECRETARY

Chennai
February 12,2016

E-VOTING INSTRUCTIONS

The instructions for those Members who wish to cast their votes by e-voting are as under:

1) In case of Members receiving e-mail from NSDL:

- (a) Open e-mail and open PDF file viz., "Arooran Sugars 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.

- (b) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (c) Click on "Shareholder" - "Login".
 - (d) Key in User ID and password as initial password noted in step (a) above. Click "Login".
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits or characters or a combination thereof. Please take note of the new password. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of 'e.Voting' opens. Click on "e-Voting: Active Voting Cycles".
 - (g) Select 'EVEN' of Thiru Arooran Sugars Limited.
 - (h) Now, you are ready for "e-Voting" as "Cast Vote" page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Institutional shareholders (i.e. other than individuals, HUFs, NRIs, 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 at his e-mail id, rsaevoting@gmail.com, with a copy marked to evoting@nsdl.co.in
- 2) In case of Members receiving Postal Ballot Form by Post:
 - (a) Initial password is provided at the bottom of the Postal Ballot Form.
 - (b) Please follow all steps from Sl. No. 1(b) to (j) above, to cast your vote.
 - 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of www.evoting.nSDL.com
 - 4) If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote and there is no need to register once again.
 - 5) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - 6) Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent by e-mail and to others, the same is sent by post along with the Postal Ballot Form.
 - 7) Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the Postal Ballot Form from www.evoting.nSDL.com or seek duplicate Postal Ballot Form from the Company's Registrar & Transfer Agent viz., Integrated Enterprises (India) Limited, Unit: Thiru Arooran Sugars, II Floor, Kences Towers, No.1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017; E-mail: corpserv@integratedindia.in, fill in the details and send the same to the Scrutinizer.
 - 8) Members are requested to cast their vote on the Postal Ballot only through one mode i.e., either through Postal Ballot Form or through e-voting. In case Members cast their votes through both the modes, votes cast through e-voting only will be considered and votes cast through Postal Ballot Form will be rejected.

Other Instructions:

- 1) The e-Voting period commences on Friday, the 26th February, 2016 (9.00 a.m. Indian Standard Time) and ends on Saturday, the 26th March, 2016 (5.30 p.m. Indian Standard Time). During this period, the Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th February, 2016 may cast their votes electronically.
- 2) The e-Voting module shall be disabled by NSDL for voting thereafter.
- 3) 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 cut-off date (record date) of 12th February, 2016.
- 4) The result shall be declared on Monday, the 28th March, 2016 at 11.00 A.M. at the Registered office of the Company at "Eldorado", 5th Floor, 112, Nungambakkam High Road, Chennai - 600 034. The results of the Postal Ballot would be displayed at the Registered Office and posted on the Company's website viz., www.tasugars.in besides being communicated to the Stock Exchanges where the Company's shares are listed.