



SIR SHADI LAL ENTERPRISES LTD.

SHAMLI-247776, DISTT. SHAMLI (U.P.) ♦ TEL.: (01398) 250064, 250082 ♦ FAX : 01398-250032
E-mail : udsm_shamli@sirshadilal.com ♦ GRAM : "SUGARMILL" ♦ CIN : L51909UP1933PLC146675

April 5, 2024

The Department of Corporate Affairs
BSE Limited
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001

SCRIP CODE NO. 532879

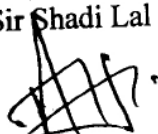
Sub.: Postal Ballot for re-appointment of Mr. Rajat Lal as Managing Director of the Company

Dear Sirs,

Further to our letter dated 30th March, 2024, pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for re-appointment of Mr. Rajat Lal (DIN: 00112489) as a Managing Director of the Company for a further period of five years commencing from 1st April, 2024 to 31st March, 2029 without remuneration. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Saturday, 30th March, 2024 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice. The voting period will commence from Saturday, 6th April, 2024, IST at 9.00 a.m. and will end on Sunday, 5th May, 2024, IST at 5.00 p.m.

You are requested to kindly take the above information on record.

For Sir Shadi Lal Enterprises Limited


(Ajay Kumar Jain)
Company Secretary
FCS-5826

SIR SHADI LAL ENTERPRISES LIMITED
(Corporate Identity No. L51909UP1933PLC146675)
Regd. Office: UPPER DOAB SUGAR MILL, SHAMLI, UP- 247776
Ph.: 01398-250064 Fax: 01398-250032
Email Id: udsm_shamli@sirshadilal.com Website: www.sirshadilal.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest once being General Circular No. 09/2023 dated 25th September, 2023 and other applicable circulars thereto issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time-to-time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS- 2”), Ordinary Resolution as set out in the Notice is proposed for consideration by the members of Sir Shadi Lal Enterprises Limited (the “Company”) for passing by means of Postal Ballot through remote e-voting by electronic means only. A detailed Explanatory statement to the provisions of Section 102 read with Section 110 of the Companies Act in respect of proposed Ordinary Resolution specified at Item no. 1 of the Notice to be passed through postal ballot (via remote e-voting) setting out all the material facts and the reasons thereof is annexed hereto for your consideration and forms part of the Notice..

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/Registrar and Transfer Agent (‘RTA’). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has appointed Mr. Sunil Kumar Jain (Membership No. FCS4089), Proprietor of M/s. Sunil K Jain & Associates, Company Secretaries, New Delhi as the “Scrutinizer”, to scrutinize the e-voting process in a fair and transparent manner.

The e-voting period commences from 09.00 a.m. (IST) on Saturday, April 06, 2024, and ends At 05.00 p.m. (IST) on Sunday, May 5, 2024. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Sunday, May 5 2024 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “Chairman”) or to any other person of the Company duly authorized by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the websites of the Company at www.sirshadilal.com, the stock exchange at www.bseindia.com and National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Sunday, May 5 2024, i.e. the last date specified for e-voting.

SPECIAL BUSINESS:

PROPOSED RESOLUTION

1. Re-appointment of Mr. Rajat Lal (Din No. 00112489) as the Managing Director of the Company

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“**Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Rajat Lal (DIN: 00112489), as the Managing Director of the Company for a period of five (5) years with effect from April 01, 2024 to March 31, 2029, not liable to retire by rotation, on the terms and conditions of re-appointment without remuneration as set-out in the Explanatory Statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Rajat Lal, Managing Director subject to the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

By Order of the Board of Directors
For **Sir Shadi Lal Enterprises Limited**
Sd/-

Ajay Kumar Jain

Company Secretary

Membership No.: FCS5826

Place: Shamli

Date: March 30, 2024

REGISTERED OFFICE:

Upper Doab Sugar Mill,

Shamli - 247776, (U.P.), India

CIN: L51909UP1933PLC146675

E-mail: Cs@sirshadilal.com

Website: www.sirshadilal.com

NOTES:

1. The Explanatory Statement, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (the ‘Companies Act’) in respect of proposed ordinary resolution to be passed through postal ballot, along with details in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, as amended (‘Listing Regulations’), are annexed hereto and forms part of this notice. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of the Managing Director seeking re-appointment are also annexed hereto.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/RTA and to all members whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, March 30, 2024 as received from the Depositories. The Ministry of Corporate Affairs vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot.

2. The Notice is also available on the website of the Company at www.sirshadilal.com, on the website of stock exchanges i.e. BSE Limited at www.bseindia.com and on the website of the NSDL i.e. www.evoting.nsdl.com.
3. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
4. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Saturday, March 30, 2024 (“**Cut- Off date**”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
5. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - a) **Commencement of e-voting:** Saturday, April 06, 2024 at 09:00 am (IST)
End of e-voting: Sunday, May 5, 2024 at 05:00 pm (IST)
 (Both days inclusive).
 - b) The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.
6. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power of attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to sunil.jain.sk@gmail.com with a copy marked to cs@sirshadilal.com.
7. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated March 16, 2023 and November 17, 2023. The concerned members are therefore urged to furnish PAN, KYC and Nomination by submitting the prescribed forms, duly filled up and signed. The members holding equity shares in physical mode can register/update the KYC and other details including email address and mobile number by submitting the requisite ISR Form(s) along with the supporting documents mentioned in the respective Form.:
 - a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at <https://web.alankit.com/KYC-downloads.html> or from the Company's website at https://www.sirshadilal.com/pan_update_form.html [download](#).
 - b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
8. Members may further note that SEBI vide circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at https://www.sirshadilal.com/pan_update_form.html and also available on the website of the RTA at <https://web.alankit.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI LODR and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

10. Instructions for members for e-voting:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system





Step 2: Cast your vote electronically on NSDL e-voting system

[Step 1: Access to NSDL e-voting system](#)

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>NSDL IDeAS Facility</p> <p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-Votingservices and you will be able to see e-Voting page. Click on Company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period.</p> <hr/> <p>If you are 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</p> <hr/> <p>E-voting website of NSDL</p> <p>2. 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-votingsystem 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 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p> <p>Shareholders/members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use ForgetUser 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. NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| 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 022 - 4886 7000 and 022 - 2499 7000 |
| 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 toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b) For members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For members holding shares in Physical Form. | EVEN Number i.e., 123867 followed by Folio Number registered with the company. For example if folio number is 001***, then user ID is 123867001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
- (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.
[Step 2: Cast your vote electronically on NSDL e-Voting system.](#)
[How to cast your vote electronically on NSDL e-Voting system?](#)
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
 2. Select “EVEN” of SIR SHADI LAL ENTERPRISES LIMITED , which is 128292.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered e-mail address to sunil.jain.sk@gmail.com with a copy marked to cs@sirshadilal.com and evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000.
For any grievances regarding e-voting or any queries related thereto, you may contact Ms. Pallavi Mhatre, Senior Manager NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in or call on: 022 - 4886 7000 and 022 - 2499 7000.
Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@sirshadilal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to cs@sirshadilal.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 09, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act"), SS-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")]

ITEM NO. 1

The existing tenure of appointment of Mr. Rajat Lal as a Managing Director of the Company is up to March 31, 2024. So On the recommendation of the Nomination and Remuneration Committee ("NRC"); the Board of Directors of the Company ("Board"), at its meeting held on March 30, 2024, has approved Re- appointment of Mr. Rajat Lal as the Managing Director for a further period of five (5) years with effect from April 01, 2024 to March 31, 2029 without Remuneration, subject to the approval of the members by an Ordinary Resolution on the terms and conditions of re-appointment given below.

Regulation 17(1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended upto date) provides that 'the listed entity shall ensure that approval of shareholders for appointment

or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier'. Hence approval of members is being sought by Postal Ballot through e-voting.

The re-appointment of Mr. Rajat Lal has been recommended by the Company's NRC after a thorough evaluation of his performance and contribution to the Company. The Board believes that Mr. Rajat Lal has a deep understanding of Sugar and Alcohol Industry, and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years. He has also built strong relationships with our stakeholders. In addition to his exceptional leadership skills and industry expertise, Mr. Rajat Lal has also consistently demonstrated a strong commitment to our Company's values and mission. He has been a driving force in promoting our Company's culture of innovation, collaboration, and accountability. His clear vision for our Company would be helpful in developing and executing strategies that have allowed us to stay ahead of peers. The Board also believes that the re-appointment of Mr. Rajat Lal as the Managing Director is in the best interest of the Company.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of Ordinary Resolution is sought for re-appointment of Mr. Rajat Lal, aged 65 years, as a Managing Director for a period of five (5) years without Remuneration.

Now, as per Schedule V of the Companies Act, 2013, Company may pay remuneration upto Rs. 60 Lacs to a managerial person if a company has no profits or its profits are inadequate where the effective capital of the Company is negative or less than Rs. 5 Crores but as per Regulation 17(6) (e) of SEBI (LODR) Regulations, the Company Can pay Remuneration to the Managing Director with the approval of the shareholders by special resolution in General meeting. The Board of Directors in its meeting held on 30.03.2024 approved the Re-appointment of Managing director without Remuneration in compliance with (LODR) Regulations, subject to approval of members by Ordinary Resolution.

Additional information in respect of Mr. Rajat Lal, pursuant to Regulation 36 (3) of SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), is given below.

| | |
|--|--|
| Name of the Director | Mr. Rajat Lal |
| DIN | 00112489 |
| Date of Birth | 04.09.1959 |
| Age | 65 years |
| Nationality | Indian |
| Date of first Appointment on the Board | 16.05.1983 |
| Category of the Director | Managing Director |
| Educational Qualifications | B.Com, B.S. (U.S.A), M.B.A. (U.S.A) |
| Experience | 41 years |
| Expertise in specific functional areas | All Area of Management |
| Terms and conditions of appointment or re-appointment | As per Detail annexed |
| Remuneration proposed to be given | NIL |
| Remuneration last drawn (Financial Year 2023-24)* | Rs. 21.30 Lakhs |
| Number of shares held in the Company as on date | 1000 |
| List of Directorships held in other companies (excluding foreign, private and Section 8 companies) | Nil |
| Chairmanship / Membership of Committees in other Public Companies | Nil |
| Relationship with other Directors, Manager and Key Managerial Personnel of the Company | Father of Mr. Rahul Lal, Joint Managing Director |
| Number of meetings of the Board attended during the Financial year 2023-24 | 5 |
| Name of the listed companies from which resigned in the past three years | Nil |

* Salary for the month of March 2024 is estimated on the basis of Salary of Previous Month
The key terms and conditions of Re-appointment of Mr. Rajat Lal, are given below:

A. Terms and Conditions of reappointment

The re-appointment as Managing Director is for a period of five (5) years with effect from April 01, 2024 to March 31, 2029. Mr. Rajat Lal is not liable to retire by rotation.

Name : Mr. Rajat Lal
Designation : Managing Director
Tenure of Office : 1.4.2024 to 31.3.2029
Salary per Month : Nil
Commission : Nil

OTHER TERMS APPLICABLE TO THE RE-APPOINTMENT:

1. He will not be paid any "Sitting fee" for attending the meetings of the Board of Directors or Committee's thereof.
2. The Board/'Nomination and Remuneration Committee' may revise the existing terms and conditions of Re-appointment.
3. The appointment may be terminated by either party by giving six calendar months' notice in writing or lesser notice as may be agreed to.

The Company has not defaulted in debt servicing.

Memorandum and Articles of Association, relevant resolutions passed by the NRC, Board and the written memorandum setting out the terms and conditions of re-appointment of Managing Director in terms of Section 190 (1) (b) are available for inspection by members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day.

Mr. Rajat Lal and Mr. Rahul Lal and his relatives are interested in the resolution.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Company has received all statutory disclosures / declarations from Mr. Rajat Lal including consent in writing to act as director and intimation that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In compliance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, read with rules framed thereunder and applicable provisions of SEBI LODR, the terms and conditions of re-appointment of Mr. Rajat Lal as Managing Director as specified above are now being placed before the members of the Company for their approval. The Board recommends the resolution at Item No. 1 for approval by the members as an Ordinary Resolution.

Statement containing required information as per Part II of Section II of Schedule V of the Companies Act, 2013;

I. General Information:

- | | | |
|---|---|--|
| (1) Nature of industry | : | Manufacture of Sugar and all kind of Alcohol |
| (2) Date of commencement of commercial production | : | 26.06.1933 |
| (3) In case of new companies, Expected date of Commencement of Activities as per project approved by Financial institutions appearing in the prospectus | : | N.A. |

(4) Financial performance based on given indicators

(Rs. In Lakhs)

| | Particulars | For the year ended March 31,2023 (Audited) | For the year ended March 31,2022 (Audited) | For the year ended March, 31,2021 (Audited) |
|----|--|--|--|---|
| a) | Total Revenue | 55296.81 | 47029.67 | 55140.57 |
| b) | Profit (Loss) before providing for Exceptional Item and Depreciation | (1852.90) | (915.55) | (1018.97) |
| c) | Less: Exceptional Item | - | - | |
| d) | Less: Provision for Depreciation | (1109.29) | (736.95) | (631.97) |
| e) | Profit (Loss) before Tax | (2962.19) | (1652.50) | (1650.94) |
| f) | Less : Excess Provision of Income Tax relating to earlier year | - | | 221.69 |
| g) | Profit (Loss) from Continuing Operation | (2962.19) | (1652.50) | (1429.25) |
| h) | Profit (Loss) from discontinuing Operation | | - | |
| i) | Profit (Loss) for the year | (2962.19) | (1652.50) | (1429.25) |
| j) | Other Comprehensive Income | (94.18) | 95.64 | 18.63 |
| | | | | |
| k) | Gain on Revaluation of Land | | - | 44559.14 |
| l) | Total Comprehensive Income for the period | (3056.37) | (1556.86) | 43148.52 |
| m) | Basic earnings per share of Rs 10/- each (Rs) | (56.423) | (31.476) | (27.223) |
| n) | Diluted earnings per share of Rs.10/-each (Rs) | (56.423) | (31.476) | (27.223) |

(5) Foreign investments or : N.A.
Collaborations, if any.

II. Information about the appointee:

- (1) Background details: Shri Rajat Lal, aged 65 years, is B.Com., B.S.(U.S.A.), M.B.A. (U.S.A.). Sh. Rajat Lal was appointed as the Joint Managing Director of the Company by the shareholders of the Company in their meeting held on 27.05.1999 for a period of 5 years w.e.f. 01.04.1999. Sh. Rajat Lal was appointed as the Managing Director of the Company by the shareholders of the Company in their meeting held on 25.09.2003 for a period of 5 years w.e.f. 01.04.2004. He was latest re-appointed as Managing Director of the Company by the shareholders of the Company in their meeting held on 23.09.2019 for a further period of 5 years w.e.f. 01.04.2019.

2) Past remuneration :

| Name of the Director | Financial Year | Category | Salary* (Rs.) | Perquisites (Rs.) | Commission (Rs.) | Total (Rs.) | Service Contract/ Notice period/ Severance fees |
|----------------------------------|----------------|-----------|---------------|-------------------|------------------|-------------|---|
| Sh. Rajat Lal, Managing Director | 2021-22 | Executive | 1512000 | 1413000 | - | 2925040 | Contractual |
| | 2022-23 | | 1512000 | 1401040 | - | 2913040 | Contractual |
| | 2023-24 | | 1134000 | 996130 | - | 2130130 | Contractual |

* Salary for the month of March 2024 is estimated on the basis of Salary of Previous Month

| | | | |
|-----|--|---|--|
| (3) | Recognition or awards | : | N.A. |
| 4) | Job profile and his Suitability | : | Sh. Rajat Lal has been discharging responsibilities of the Managing Director successfully and efficiently for last more than two decades. |
| 5) | Remuneration proposed | : | NIL |
| 6) | Comparative remuneration Profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be with respect to the country of his origin) | : | NA (The Company will not pay any remuneration to Mr. Rajat Lal, Managing Director from 01.04.2024) |
| 7) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | : | Sh. Rajat Lal holds 1000 equity shares in the Company. Other than the remuneration stated above, he has no pecuniary relationship (except payment of Interest on Loans and Remuneration), directly or indirectly with the Company. Shri Rahul Lal, Joint Managing Director of the Company, is a relative of him. |

III. Other information:

| | | | |
|----|--|---|--|
| 1) | Reasons of loss or inadequate profits | : | Sugar industry is intrinsically cyclical with huge swings in production between years. Since sugar and sugarcane are essential commodities and politically sensitive, they are subject to State intervention like arbitrary cane price fixation as against Fair and Remunerative Price of Central Government. The Company has suffered losses in proceeding financial years due to less early variety cane, lower sugar recovery and higher cost of production as against unviable sugar sales realization. But earned profit during FY 2016-17 and 2019-20. |
| 2) | Steps taken or proposed to be taken for improvement | : | To encourage farmers to do autumn planting on a large scale for facilitating multiple cropping which would in turn maximize their returns and would result in better recovery. Company is installing equipment for saving in steam, power consumption and better operational efficiencies. |
| 3) | Expected increase in productivity and profits in measurable terms. | : | The Company maintains commendable control over its operations that are however subject to climatic challenges, State intervention for fixing sugar cane price on linkage to sale realization formula. |

IV. Disclosures:

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:-

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the whole time directors for the financial year 2023-24 are as under.

| Sl. No. | Name of the Director | Category | Salary* (Rs.) | Perquisites (Rs.) | Comm-ission (Rs.) | Total (Rs.) | Service Contract/ Notice period/ Severance fees |
|--|---|-----------|---|-------------------|-------------------|----------------|---|
| 1. | Sh.Rajat Lal, Managing Director | Executive | 1134000 | 996130 | - | 2130130 | Contractual |
| 2. | Sh. Vivek Viswanathan, Joint Managing Director | Executive | 1386000 | 1285120 | - | 2671120 | Contractual |
| 3. | Sh. Rahul Lal, Joint Managing Director | Executive | 2625000 | 2507019 | - | 5132019 | Contractual |
| | Total | | 5145000 | 4788269 | - | 9933269 | |
| * Salary for the month of March 2024 is estimated on the basis of Salary of Previous Month | | | | | | | |
| (ii) | details of fixed component and performance linked incentives along with the performance criteria; N.A. | | | | | | |
| (iii) | Service contracts, notice period, severance fees; | : | The appointment is for five years. The appointment may be terminated by either party by giving six calendar months' notice in writing or lesser notice as may be agreed to. In the event of termination of the appointment by the Company, he will be entitled to receive compensation in accordance with the Provisions of section 191 & 202 of the Companies Act, 2013. | | | | |
| (iv) | Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. | : | N.A. | | | | |

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of reappointment pursuant to Section 190 of the Act.

By Order of the Board of Directors
For [Sir Shadi Lal Enterprises Limited](#)
Sd/-

[Ajay Kumar Jain](#)
Company Secretary

Membership No.: FCS5826

Place: Shamli
Date: March 30, 2024

REGISTERED OFFICE:

Upper Doab Sugar Mill,
Shamli - 247776, (U.P.), India
CIN: L51909UP1933PLC146675
E-mail: Cs@sirshadilal.com
Website: www.sirshadilal.com