



Refer: MSL/BSE/NSE/

BSE Limited  
25th Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
Scrip Code: **523371**

December 8, 2023

National Stock Exchange of India Ltd  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai 400 051  
Scrip Code: **MAWANASUG**

**Sub. : Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Submission of Postal Ballot Notice**

Dear Sir/Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find enclosed a copy of the Postal Ballot Notice dated 01.12.2023 together with the Explanatory Statement thereto, seeking consent of the Members of Mawana Sugars Limited (the "Company"), on the following item of special business:

Sr.No.	Particulars	Type of Resolution
1.	Appointment of Ms. Anuradha Dutt (DIN: 00145124) as a Non-Executive and Independent Director of the Company for a period of five years w.e.f. 1.12.2023 to 30.11.2028	Special Resolution

Please note that the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. Mas Services Limited, and the Depositories viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on the cut-off date i.e. 01.12.2023..

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence from 9:00 A.M. (IST) on 11.12.2023 and end at 5:00 P.M. (IST) on 09.01.2024.

The aforesaid notice is also disclosed on the website of the Company at [www.mawanasugars.com](http://www.mawanasugars.com)

This is for your information and record, please.

Thanking You,

Yours Faithfully,  
For Mawana Sugars Limited

**(ASHOK KUMAR SHUKLA)**  
**COMPANY SECRETARY**  
Encl: a/a

**MAWANA SUGARS LIMITED**

CIN : L74100DL1961PLC003413

Corporate Office:

Plot No. 03, Institutional Area  
Sector-32, Gurugram-122 001 (India)  
T 91-124-4298000 F 91-124-4298300

Registered Office:

5th Floor, Kirti Mahal, 19, Rajendra Place  
New Delhi-110125 (India)  
T 91-11-25739103 F 91-11-25743659

E corporate@mawanasugars.com  
www.mawanasugars.com



# **Mawana Sugars Limited**

(CIN: L74100DL1961PLC003413)

**Registered Office:** 5<sup>th</sup> Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125

**Phone No:** 011-25739103, **Fax No:** 011-25743659

**E-mail:** [corporate@mawanasugars.com](mailto:corporate@mawanasugars.com), **Website:** [www.mawanasugars.com](http://www.mawanasugars.com)



## **NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 108 and 110 of the Companies Act, 2013)*

Dear Member(s),

**NOTICE** is hereby given that pursuant to and in compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 03/2022 dated May 05, 2022 and Circular No. 11/2022 dated December 28, 2022 and September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company hereby seeks your approval through Postal Ballot by way of electronic voting (‘E-voting’) only, to transact the following special businesses.

For the aforementioned purpose, the Company is offering facility of e-voting to all its members to enable them to cast their votes electronically. The Company has engaged National Securities Depository Limited (‘NSDL’), an agency authorized by the Ministry of Corporate Affairs, to provide remote electronic voting facility to its members. The hard copy of this Postal Ballot Notice along with the relevant Forms and pre-paid business envelope will not be sent to the Members.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution/s mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

The Board has appointed Mr. Nirbhay Kumar (M. No. 11946, CP No. 7887) M/s Nirbhay Kumar & Associates, Company Secretaries as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice for casting of votes electronically and record their assent (for) or dissent (against) through remote e-voting facility. The Scrutinizer will submit his report to the Whole Time Director of the Company or to any person authorized by him after completion of the scrutiny of total votes cast. The result of the Postal Ballot will be announced by 11.01.2024, and the Resolution will be deemed to have been passed w.e.f. 09.01.2024 i.e. the last date of casting of votes, if approved by the requisite majority. The Notice of the Postal Ballot and result of the Postal Ballot along with the Scrutinizer’s Report shall be hosted on the website of the Company ([www.mawanasugars.com](http://www.mawanasugars.com)), BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are presently listed and NSDL.

## SPECIAL BUSINESS:

### 1. Appointment of Ms. Anuradha Dutt (DIN-00145124) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Regulation 17(1C) and other applicable regulations, if any, of the SEBI Listing Regulations, as amended from time to time, the Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Anuradha Dutt (DIN-00145124), who was coopted/appointed as an Independent Director with effect from 01.12.2023 and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable for retirement by rotation, for a period of five years till 30.11.2028.

**RESOLVED FURTHER THAT** Mr. Ashok Kumar Shukla, Company secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Mawana Sugars Limited**

(**Ashok Kumar Shukla**)  
Company Secretary  
ACS-29673

Place : New Delhi  
Dated: 01.12.2023

#### Notes:

1. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members/ List of Beneficial Owners received from the Depositories as on 01.12.2023 (“Cut-Off Date”) i.e. date for the purpose of reckoning the voting rights and sending the Notice and whose e-mail address is registered with the Company/ Depositories.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
3. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Director seeking appointment are annexed hereto as **Annexure - A** to the Notice which forms part of the Explanatory Statement. The Company has received relevant disclosures/ consent from the Directors seeking appointment.
4. This Postal Ballot Notice will also be available on the Investors section of Company's website at [www.mawanasugars.com](http://www.mawanasugars.com), websites of the Stock Exchanges, i.e BSE Limited



([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL at [www.evoting@nsdl.co.in](http://www.evoting@nsdl.co.in).

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Therefore, those shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:
  - a) Shareholders holding shares in physical form are requested to register/ update their email addresses, Bank Detail, Nomination, Address with pin-code, and mobile number using ISR-1 form (form can be download from website of RTA i.e. [www.masserv.com](http://www.masserv.com) under the download tab.) by writing to the RTA,
  - b) **M/s Mas Services Limited**  
**Unit: Mawana Sugars Limited**  
**T-34, 2nd Floor, Okhla Industrial Area, Phase II,**  
**New Delhi-110 020 Ph:- 011-26387281/82/83**  
**email: - [investor@masserv.com](mailto:investor@masserv.com)**  
**Website: [www.masserv.com](http://www.masserv.com)**
  - c) Shareholders holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-Off Date i.e. 01.12.2023 will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
7. The voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
9. The e-voting period commences on **11.12.2023** at 9:00 a.m. (IST) and ends on **09.01.2024** at 5:00 p.m. (IST). Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
10. Any document with respect to this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [corporate@mawanasugars.com](mailto:corporate@mawanasugars.com).
11. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. The Scrutinizer will submit his report to the Whole-time Director of the Company or any other person authorised by him on or before **11.01.2024** and then the result of e-voting will be announced by the whole-time director or any other person authorised by him on or before 11.01.2024. The results will also be displayed on the Company's website ([www.mawanasugars.com](http://www.mawanasugars.com)), intimated to NSDL and the Stock Exchanges

where the Company's shares are listed i.e. BSE Limited and National Stock Exchange of India Limited, along with the Scrutinizer's report. The Resolution would be deemed to have been passed, if approved by the requisite majority, on 09.01.2024.

### **How do I vote electronically using NSDL e-Voting system?**

*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**

##### **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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" 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 hold 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 <b>e-Voting</b></li> </ol>

	<p><b>service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <b>App Store</b>       <b>Google Play</b></div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to</p>

demat mode) login through their depository participants	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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.
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 followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 to [nirbhaykumar77@gmail.com](mailto:nirbhaykumar77@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 read Point No. 5 of the notes.

In case shares are held in demat mode, please update your email id in your demat and generate password as per instruction given in e-voting instruction.

2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

3. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors  
For **Mawana Sugars Limited**

(**Ashok Kumar Shukla**)  
Company Secretary  
ACS-29673

Place : New Delhi  
Dated: 1.12.2023

### **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READWITH THE RELEVANT RULES**

The following statement sets out all material facts relating to Item No.1 mentioned in the accompanying Notice.

#### **Item No. 1**

The Board vide its resolution dated 1.12.2023, coopted/appointed Ms. Anuradha Dutt as an Independent Director of the Company for a term of five (5) years with effect from 1.12.2023 up to 30.11.2028 (both days inclusive), subject to the approval of the shareholders through a Special resolution.

The Company has received:

- (i) A notice in writing by a Member proposing under section 160(1) of the Act proposing appointment of Ms. Anuradha Dutt as an Independent Director of the Company.
- (ii) Consent in writing from Ms. Anuradha Dutt to act as Independent Director in Form DIR 2 pursuant to Rule 8 of the Companies(Appointment & Qualification of Directors) Rules, 2014 'Appointment Rules'),
- (iii) Intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Dutt to effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iv) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a Director, by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, Ms. Anuradha Dutt has confirmed that she is not aware of any circumstance or situation which exists or maybe reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Anuradha Dutt has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, Ms. Dutt has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Mawana Sugars Limited amounting to ten percent or more of its gross turnover.

Ms. Dutt is an accomplished Lawyer with significant expertise in direct and indirect tax laws, commercial laws, domestic and international arbitration and has represented many large

Indian and International clients in various Courts/Tribunals and forums including the Bilateral Investment Treaties (BITs) in wide range of complex and high-stake domestic and international cases. Ms. Anuradha Dutt has been part of several precedent-setting cases and has earned a high reputation as a 'go-to lawyer' for critical legal and commercial matters.

Ms. Anuradha Dutt is not related to any other Director of the Company and is not debarred from holding the office of Independent Director of the Company. Ms. Dutt is also registered with the Independent Director databank maintained by MCA.

Ms. Anuradha Dutt's appointment is expected to bring in diversity in thought, knowledge and perspective to assist the Board in discharging its responsibility and meeting the expectations of the stakeholders.

The Nomination and Remuneration Committee ("NRC") based on the desired attributes for the selection of the Independent Director(s) recommended the cooption/appointment of Ms. Anuradha Dutt as an Independent Director.

In the opinion of the Board, Ms. Anuradha Dutt fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The resolution seeks the approval of Members for the appointment of Ms. Anuradha Dutt as an Independent Director of the Company from 01.12.2023 to 30.11.2028 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company [www.mawanasugars.com](http://www.mawanasugars.com)

All relevant documents and papers relating to Item No. 1 and referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members of the Company. Members can request inspection of such documents by sending an email to [corporate@mawanasugars.com](mailto:corporate@mawanasugars.com)

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 (2A) of the Listing Regulations, approval of the Members is sought for the appointment of Ms. Dutt as an Independent Director of the Company, as a Special resolution as set out above.

Except Ms. Anuradha Dutt none of the Directors, Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise, and does not have any conflict of interest in the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

By Order of the Board of Directors  
For **Mawana Sugars Limited**

(**Ashok Kumar Shukla**)  
Company Secretary  
ACS-29673

Place : New Delhi  
Dated: 01.12.2023

ANNEXURE-A

Details of Directors seeking appointment (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

<b>Name of the Director</b>	<b>Ms. Anuradha Dutt</b>
<b>DIN</b>	00145124
<b>Age/Years</b>	65
<b>Date of appointment</b>	01.12.2023
<b>Brief Resume/ Qualification</b>	<ul style="list-style-type: none"><li>- LLM from University of Columbia</li><li>- Graduated in law from the University of Delhi.</li><li>- B.A. (Hons.) History – St. Stephens’ College, Delhi</li></ul>
<b>Expertise in specific functional areas</b>	<p>Ms. Anuradha Dutt, is an accomplished Corporate Lawyer with about Four decades of Law practice in the Supreme Court of India and various High Courts.</p> <p>Ms. Anuradha Dutt has significant expertise in direct and indirect tax laws, commercial laws, domestic and international arbitration and has represented large Indian and International clients in various Courts/Tribunals and forums including the Bilateral Investment Treaties (BITs) in wide range of complex and high-stake domestic and international cases and has been part of several precedent-setting cases. Ms. Dutt has earned a high reputation as a ‘go-to lawyer’ for critical legal and commercial matters.</p>
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NIL
<b>Name of other Indian companies in which Directorship held</b>	<ul style="list-style-type: none"><li>- Honda India Power Products Limited</li><li>- Lexnovum Consultaire Private Limited</li><li>- Advent Corporate Services Private Limited</li><li>- D &amp; M Corporate Consultants Private Limited</li><li>- Morrisett Litigators Pvt Ltd</li><li>- Morrisett Agro Plantations Private Limited</li><li>- Morrisett Agro Forestry Ventures Private Limited</li><li>- Morrisett One Harvests Private Limited</li><li>- Dunmorr Sett Law LLP</li></ul>
<b>Chairman/ Member of Board Committees in Indian Companies</b>	NIL
<b>Shareholding in the Company</b>	NIL
<b>Skills &amp; capabilities required for the role</b>	Expertise in corporate/commercial law matters/litigation and arbitration
<b>Remuneration to be paid</b>	Only Sitting Fee, as approved by the Board, is to be paid.
<b>Remuneration last drawn</b>	NA
<b>No. of Meetings attended during the year</b>	NIL