



# SIR SHADILAL ENTERPRISES LIMITED

A **Triveni** Company

CIN: L51909UP1933PLC146675

Website: [www.sirshadilal.com](http://www.sirshadilal.com), E-mail: [shares@ssel.trivenigroup.co](mailto:shares@ssel.trivenigroup.co)

Registered office: **A-44, Hosiery Complex, Phase II Extension, Noida, Uttar Pradesh-201305**

Phone: 0120-4748000 Fax: 0120-4243049

Date: 28.02.2025

To,  
The Department of Corporate Affairs  
The BSE Limited  
25Th Floor P J Towers,  
Dalal Street, Mumbai -400001, India

**Sir Shadi Lal Enterprises Limited – Scrip Code- 532879**

**Subject: Submission of Postal Ballot Notice**

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, we enclose herewith a copy of Postal Ballot Notice dated January 31, 2025 together with Explanatory Statement thereto, seeking approval of the members of the Company by way of Ordinary Resolution for entering into Material related party transactions with Triveni Engineering & Industries Ltd., Holding Company during the FY 2025-26.

The notice has been sent electronically to all those members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Securities (India) Limited (“CDSL”) and whose e-mail addresses are registered with the Company/Depositories as on 21<sup>st</sup> February, 2025 (“Cut-Off Date”).

The Company has engaged the services of National Securities Depository Limited (“NSDL”), to provide remote e-voting facility to its Members to cast their votes on the Ordinary resolution set out in the Postal Ballot Notice. The remote e-voting will commence on Saturday, 1st March, 2025 at 9.00 A.M. (IST) and end on Sunday, 30<sup>th</sup> March, 2025 at 5.00 P.M. (IST). The remote e-voting module will be disabled/ blocked thereafter for voting by the Members. The detailed instructions and manner of casting vote through remote e-voting are provided in the Postal Ballot Notice. A copy of the Postal Ballot Notice is also available on the Company's website [www.sirshadilal.com](http://www.sirshadilal.com)

This is for your information and record.

Thanking you.

Yours faithfully

For Sir Shadi Lal Enterprises Limited

(Ajay Kumar Jain)

Company Secretary

FCS 5826

Enclosed: As above

National Securities Depository Limited 4 <sup>th</sup> & 5 <sup>th</sup> Floor, Trade World, A Wing, Kamala Wing Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013	Central Depository Services (India) Limited Marathon Futorex A- Wing 25 <sup>th</sup> Floor N.M.Joshi Marg, Lower Parel Mumbai -400013	Alankit Assignments Limited  Alankit House  4E/2 Jhandewalan Extension  New Delhi - 110055,
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# SIR SHADILAL ENTERPRISES LIMITED

A **Triveni** Company

(Corporate Identity No. L51909UP1933PLC146675)

**Registered Office:** A-44 Hosiery Complex, Phase II Extension, Noida-201 305, Uttar Pradesh

**Corporate Office:** 8th Floor, Express Trade Towers, Plot No.15-16, Sector 16A, Noida- 201 301, Uttar Pradesh

**Email:** [shares@ssel.trivenigroup.com](mailto:shares@ssel.trivenigroup.com); **Website:** [www.sirshadilal.com](http://www.sirshadilal.com); **Ph:**0120-4308000

## POSTAL BALLOT NOTICE

(Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

This notice ("Notice") is hereby given pursuant to and in compliance with Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act"), read 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 in accordance with the General Circular No.14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020 and General Circular No.9/2024 dated September 19, 2024 and other applicable circulars thereto issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), and other applicable laws, rules and regulations, if any, the 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 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.

If your email address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent and dissent of the Members would only take place through the remote e-voting system.

In terms of the provisions of Section 108 of the Companies Act, read with Rule 20 of the Management Rules and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility to the members to exercise votes on the item of special business given in the Notice through electronic voting system only (remote e-voting) instead of submitting the postal ballot form physically. The Company has engaged the services of M/s National Securities Depository Limited ('NSDL') for providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is available on the website of the Company at <https://www.sirshadilal.com>

Members desiring to exercise their vote through remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on **Sunday, March 30, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Company has appointed Mr Suresh Kumar Gupta, Practicing Company Secretaries (CP No.5204/ M.No.5660), as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary after completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot would be announced on or before **Monday, March 31, 2025**.

The results declared along with the Scrutinizer Report will be displayed at the Registered Office of the Company and communicated to the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited ('BSE'), in accordance with the provisions of the Companies Act. The result will also be displayed at the Company's website i.e. <https://www.sirshadilal.com> and on the website of NSDL at <https://evoting.nsdl.com>.

The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Sunday, March 30, 2025**. The Scrutinizer's decision on the validity of e-voting shall be final.

## Special Business

### 1. MATERIAL RELATED PARTY TRANSACTIONS WITH TRIVENI ENGINEERING AND INDUSTRIES LIMITED, HOLDING COMPANY DURING FY 2025-26

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company to enter into and/or to execute and/or to continue to enter into contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or a series of transactions taken together) with Triveni Engineering and Industries Limited, Holding Company ('TEIL'), for funding/financial support and purchase and sale of goods & materials including all other transactions as more particularly set out in the explanatory statement annexed to this Notice for an amount not exceeding in the aggregate Rs.303.40 crores, during the financial year 2025-26, notwithstanding that such transactions may exceed the threshold limits specified under the Listing Regulations and Act from time to time, on such terms and conditions as the Audit Committee and/or Board of Directors may deem fit, in the normal course of business and on arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to delegate all or any of its powers in terms of the foregoing resolution, to any Committee of Directors and/or Director(s) and/or official(s) of the Company, and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, including but not limited to finalizing the terms and conditions, executing necessary documents and settling all issues that may arise for the purpose of the Related Party Transactions with TEIL, without being required to seek further consent or approval of the members of the Company, to the end and intent they shall be deemed to have given their approval thereto expressly by the authority of aforesaid resolution.

By order of the Board

**Ajay Kumar Jain**  
Company Secretary  
M. No. F-5826

Place: Noida

Date : January 31, 2025

#### 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 resolution to be passed through postal ballot is annexed hereto and forms part of this notice.
2. 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 **Friday, February 21, 2025** 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.
3. The Notice is also available on the website of the Company at <https://www.sirshadilal.com>, on the website of stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the National Securities Depository Limited i.e. <https://evoting.nsdl.com>.
4. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on **Friday, February 21, 2025**, i.e., "**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 remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. **The remote e-voting period commences from 9:00 a.m. (IST) on Saturday, March 1, 2025 and ends at 5:00 p.m. (IST) on Sunday, March 30, 2025.** The e-voting module will be disabled/ blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
6. The Company has appointed Mr Suresh Kumar Gupta, Practicing Company Secretaries (CP No.5204 / M.No.5660) as Scrutinizer for conducting the postal ballot process through remote e-voting in accordance with the law and in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman of the Company, or in his absence, to the Company Secretary, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Monday, March 31, 2025 and will be displayed on the website of the Company (i.e. <https://www.sirshadilal.com>), NSDL (i.e. <https://evoting.nsdl.com>) and intimated to BSE.

7. All the material documents referred to in the Explanatory Statement are available for inspection by the members of the Company at the registered office / corporate office during normal business hours on all working days until the last working day specified for casting votes through remote e-voting. Members seeking to inspect such documents can send an email to [shares@ssel.trivenigroup.com](mailto:shares@ssel.trivenigroup.com).
8. SEBI has vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 made it mandatory for holders of physical securities in listed companies to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature for their corresponding folio numbers. The security holder(s) whose folio(s) do not have these details shall be eligible to lodge grievance or avail any service request from the RTA/Company and any payment of dividend, in respect of such folios, only through electronic mode on and after April 01, 2024, upon furnishing all the aforesaid details in entirety.

The members holding shares in physical mode are therefore urged to furnish PAN, KYC and Choice of Nomination by submitting the prescribed ISR Form(s) duly filled up and signed by all the registered holders along with supporting documents to Company's RTA, M/s Alankit Assignments Ltd. by any one of the following modes:

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below:

Name	Alankit Assignment Ltd. (Unit: Sir Shadi Lal Enterprises Ltd.)
Address	Alankit House, 4E/2 Jhandewalan Extension, New Delhi – 110055.

Members who are holding shares in demat mode are requested to approach their respective Depository Participants ('DPs') for change of address, registration of e-mail address, nomination and updation of bank account details etc.

9. **Voting through electronic means:** In terms of the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') read with MCA Circulars, and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the special business contained in this Notice through electronic voting system only, to members holding shares as on Friday, February 21, 2025 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the E-voting platform provided by NSDL.

As per SEBI Master Circular No. SEBI/HO/CFD/POD2/CIR/P/0155 dated November 11, 2024, inter-alia on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.



**10. Instructions for members for remote 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**

**A) Login method for e-Voting 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>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once</li> </ol>

	<p>the home page of e-Voting system 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 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 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 "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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>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>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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholder (holding securities in demat mode) login through their depository participants</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 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.</p>

**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 <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	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. 1800-21-09911

**(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 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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.com](mailto:evoting@nsdl.com) 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 [sureshguptacs@gmail.com](mailto:sureshguptacs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **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), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@ssel.trivenigroup.com](mailto:shares@ssel.trivenigroup.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 Aadhar Card) to [shares@ssel.trivenigroup.com](mailto:shares@ssel.trivenigroup.com) . If you are an Individual shareholders 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

## Explanatory Statements pursuant to Section 102 of the Companies Act, 2013

The following statement sets out the material facts relating to the business mentioned under Resolution # 1 of the accompanying Postal Ballot Notice.

### Item No. 1

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amendment thereof ("SEBI LODR") and the Company's Policy on Materiality of Related Party Transactions and also on dealing with Related Party Transactions of the Company ("the Policy"), the material related party transactions to be entered by the Company on arm's length basis with its Holding Company, Triveni Engineering and Industries Limited ('TEIL') as set out in Item No.1 require prior approval of the members of the Company through an ordinary resolution.

In accordance with Regulation 23 of the SEBI LODR, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per its last audited financial statements whichever is lower.

### Justification for the transactions

The members may be aware that the Company ("SSEL") become a subsidiary of TEIL on June 20, 2024 and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR. In view of losses incurred in earlier years and resultant weak financial position of the Company, adequate funding arrangements were required in order to conduct normal business and operate the plant satisfactorily and reliably, and to make payment towards old cane dues, suppliers & employees' dues, repairs of plant including capex, and working capital requirements. Accordingly, approval of the shareholders was obtained at the Annual General Meeting held on September 13, 2024 inter-alia for entering into certain related party transactions with TEIL for an aggregate value up to Rs.733.40 crore during FY 2024-25. As against the approved related party transactions, the actual /estimated transactions as on 31-12-2024 and 31-03-2025 is provided here below:

(Amount Rs. in crore)\*

Description of Transactions	Approved amount	Actual till 31-12-2024	Estimated 31-03-2025
Obtaining Letters of Comfort or Corporate Guarantees from TEIL for securing loans (term loans and working capital) availed from banks / lenders by the Company	450.00	288.00	415.00
Fees towards such Letters of Comfort issued by TEIL @ 0.75% p.a.	3.40 (Annual)	0.19	1.00
Funding by TEIL to the Company by way of inter-corporate loans	150.00	59.95	125.00
Interest on funding by TEIL (Interest Rate – SBI one year MCLR + spread of 100 basis )	15.00	1.09	4.25
Sale/ Purchase of by-products- Bagasse and Molasses	100.00	4.95	30.00
Secondment of employees from / to TEIL	5.00	1.44	3.00
Sale/purchase of component, equipment, stores, spare parts, services and other miscellaneous items (including lease of office space )	10.00	2.42	5.00
<b>Total</b>	<b>733.40</b>	<b>358.04</b>	<b>583.25</b>

\*excluding taxes, wherever applicable

The shareholders may be aware that the Board of Company has, subject to requisite approvals, approved a Composite Scheme of Arrangement amongst the Company ("SSEL"), Triveni Engineering & Industries Limited ("TEIL") and Triveni Power Transmission Limited ("Resulting Company") and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (referred to as the "Scheme"). The Scheme is presently pending before the Stock Exchanges for approval/NOC and shall thereafter be filed with the National Company Law Tribunal ("NCLT") for obtaining its approval.

The Scheme, inter-alia, envisages amalgamation of the Company with TEIL with effect from the appointed date of April 01, 2025 as mentioned in the Scheme or such other date as may be approved by NCLT. Upon the Scheme becoming effective and with



effect from such appointed date, the transactions between the Company and TEIL will not be considered as related party transactions.

Pending approval of the Scheme by the concerned authorities including NCLT, it is envisaged that the Company shall be required to enter into related party transactions in the financial year 2025-26 with its Holding company, for continued financial support to meet the shortfall in availment of the approved funding support for the FY 2024-25, to meet further increase in working capital, and to incur capital and repair expenditure relating to sugar and distillery operations. Apart from the direct funding from the Holding company, the Company also intends to avail loans from lenders / banks on the basis of letter of comfort / corporate guarantee to be provided by the Holding company. Moreover, being engaged in the same line of business, there may be other transactions relating to sale and purchase of by-products, purchase of gears/spares/related services, secondment of employees and sale and purchase of other goods/spares/services for effective and optimal utilization of inventories and other resources. All these transactions will be beneficial to the Company and ensure better operating performance.

The proposed RPTs, are likely to exceed 10% of the estimated turnover of the Company for FY 2024-25 and hence, being material RPTs, these are required to be approved by the shareholders. The management has provided the relevant information to the Audit Committee including rationale, material terms and basis of the RPTs as per the details below. The Audit Committee after reviewing the necessary information has approved the proposal for entering into material related party transactions during FY 2025-26 with its Holding company, TEIL, subject to the approval of the members of the Company. The Committee noted that the transactions will be in the normal course of business and will be on arm's length basis.

The Board on the recommendation of the Audit Committee approved the RPTs with TEIL up to Rs.303.40 crore valid during FY 2025-26.

**Details of proposed transaction with TEIL (Holding Company) including information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024 are as follows-**

a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Triveni Engineering & Industries Limited (TEIL), the promoter and holding company and consequently a related party of Sir Shadi Lal Enterprises Ltd. (the Company).
b.	Type, material terms and particulars of the proposed transaction	(a) Availing financial support by way of inter-corporate loan(s) and guarantees/comfort letter facilities (b) Sale/purchase of by-products: Bagasse and Molasses (c) Secondment of employees from/to the Holding company (d) Purchase/ sale of goods and services: (i) Gear boxes/spare parts/related services; (ii) Other products/services, component, equipment, stores, spare parts, and miscellaneous items / services (including lease of offices space/premises) <i>For material terms please refer to Annexure A.</i>
c.	Tenure of the proposed transaction (particular tenure shall be specified);	FY 2025-2026
d.	Value of the proposed transaction	Rs.303.40 crore
e.	The percentage of annual turnover of the Company considering FY 2023-24, as the immediately preceding financial year.	66%
f.	Justification as to why the RPT is in the interest of the listed entity.	Please refer to the explanatory statement of resolution no. 1
g.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	NotApplicable
g(i)	details of the source of funds in connection with the proposed transaction;	NotApplicable
g(ii)	where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, <ul style="list-style-type: none"><li>• nature of indebtedness;</li><li>• cost of funds; and</li><li>• tenure;</li></ul>	NotApplicable

g(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	NotApplicable
g(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NotApplicable
h	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	NotApplicable
i	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr Tarun Sawhney and Mr Vivek Vishwanathan are the nominee directors of TEIL, the holding company. Their interest or concern or that of their relatives, is limited only to the extent of their directorship and shareholding, if any, in the Company and TEIL.
j	Any other information that may be relevant	None

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the Promoters shall not vote on the resolutions set out at Item No. 1.

Except above, none of the Directors and/or Key Managerial Personnel of the Company and/or any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board recommends the resolution set out at Item No. 1 of the Notice for your approval.

By order of the Board

**Ajay Kumar Jain**  
Company Secretary  
M. No. F-5826

Place: Noida

Date : January 31, 2025

## ANNEXURE-A TO POSTAL BALLOT NOTICE

S.No.	Nature, material terms, monetary value and particulars of the contract or arrangements	Value of transaction (Rs. crores)*
1	To obtain a Comfort letter or Corporate guarantee or any other financial support of the Holding Company (TEIL) for securing loans (term loans and working capital) from banks / lenders Fees of 0.75% p.a. will be charged by TEIL from the Company based on commission normally charged by the banks for providing various guarantees and after considering financial position of the Company. The commission will be charged on quarterly interval on the average balance of the outstanding loan during the quarter	50.00  0.40 (Maximum amount annually)
2	Funding from TEIL by way of an inter corporate loan 1. Interest rate – SBI one-year MCLR + spread of 100 basis points. To be reset annually. 2. Interest to be serviced on a quarterly basis. 3. Repayment: To be repaid over 16 equal quarterly instalments after an initial moratorium period of 2 years. 4. Security: Unsecured 5. Payment of interest and repayment of loan will be subject to any restrictions which may be stipulated by lenders. (**) Maximum annual amount based on present interest rates, accordingly it may vary.	100.00  10.00**
3	Sale / Purchase of by-products - Bagasse and Molasses Price: Ex works. Market price will be determined: a) By inviting quotations at the beginning of each month and arrive at the market rate based on estimated supplies during the month. All supplies during the month will be supplied at the determined market rate. b) Alternatively, long-term sales /purchase agreement will be entered into for a defined quantity at the market price which will be determined based on quotations received. Payment terms: Within 15 days of dispatch	125.00
4	Secondment of Employees from / to the Holding Company and the amounts will be charged based upon the actual cost incurred. Payment will be made within 30 days of raising monthly invoices	3.00
5	Purchase/sale of products/services (including gears and gear-boxes), component, equipment, stores, spare parts, services and other miscellaneous items (including lease of office space/premises): - Price of <u>purchased</u> goods and spare parts will be determined at actual procurement cost + 2% handling charges. - Price of <u>manufactured</u> goods and spare parts thereof at market rates less discount of 5% (due to saving in marketing expenses, financial charges on LC/BG and payment security) - Services (including lease charges of office space) will be determined based on prevalent market rates - Expenses incurred on behalf of the other company shall be reimbursed at actual	15.00

\*Excluding Taxes