

# SIR SHADI LAL ENTERPRISES LIMITED

(Corporate Identity No. L51909UP1933PLC146675)

Regd. Office: UPPER DOAB SUGAR MILLS, SHAMLI (U.P.)- 247776

Ph.: 01398-250064 Fax: 01398-250032 Email Id: info@ssel.trivenigroup.com Website: www.sirshadilal.com

## NOTICE FOR THE 90<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 90<sup>TH</sup> ANNUAL GENERAL MEETING OF SIR SHADI LAL ENTERPRISES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ON FRIDAY, SEPTEMBER 13, 2024 AT 1:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors' thereon and pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors' and Auditors' thereon, as circulated to all the members of the Company and submitted to this meeting, be and are hereby approved and adopted.

2. To appoint a Director in place of Mr. Vivek Viswanathan (DIN: 00141053), who retires by rotation and being eligible, offers himself for re-appointment as a Director, liable to retire by rotation and pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder Mr. Vivek Viswanathan (DIN: 00141053), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment as a Director, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

### SPECIAL BUSINESS:

3. **RATIFICATION OF REMUNERATION TO THE COST AUDITORS FOR FY 2024-25**

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 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting to Mr. Rishi Mohan Bansal, Cost Auditors who was appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025 be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient and to settle any question, difficulty or doubt that may arise for the purpose of giving effect to the above resolution.

4. **APPOINTMENT OF MR SUDIPTO SARKAR (DIN: 00048279), AS AN INDEPENDENT DIRECTOR**

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Sudipto Sarkar (DIN: 00048279), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 20.06.2024 to 19.06.2029 and that he shall be eligible for sitting fees, reimbursement of expenses for attending Board and Committee meetings and profit related commission as may be permitted under the Act or Listing Regulations and/or as may be decided by the Board of the Company, from time to time."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

5. **APPOINTMENT OF MR. JITENDRA KUMAR DADOO (DIN: 02481702) AS AN INDEPENDENT DIRECTOR**

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

RESOLVED THAT pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jitendra Kumar Dadoo (DIN: 02481702), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 20.06.2024 to 19.06.2029 and that he shall be eligible for sitting fees, reimbursement of expenses for attending Board and Committee meetings and profit related commission as may be permitted under the Act or Listing Regulations and/or as may be decided by the Board of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

**6. APPOINTMENT OF MR. TARUN SAWHNEY (DIN: 00382878) AS A DIRECTOR**

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

RESOLVED THAT pursuant to provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Tarun Sawhney (DIN: 00382878), who was appointed as an Additional Director (in the capacity of Non-Executive Director) in terms of Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee of the Company, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice, in writing, from a member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**7. APPOINTMENT OF MR. TARUN SAWHNEY (DIN: 00382878) AS MANAGING DIRECTOR WITHOUT REMUNERATION**

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 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 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 appointment of Mr Tarun Sawhney (DIN: 00382878), as the Managing Director of the Company for a period of five (5) years with effect from July 31, 2024 up to July 30, 2029, without any remuneration and on such terms and conditions, 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 appointment in such manner as may be agreed between the Board and Mr. Tarun Sawhney, Managing Director subject to the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT as Managing Director of the Company, Mr Tarun Sawhney, shall, subject to the supervision, control and directions of the Board of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

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.

**8. RE-DESIGNATION OF MR VIVEK VISWANATHAN (DIN: 00141053) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

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 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules framed there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s)/amendment(s)/re-enactment(s) thereto], and subject to the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to re-designate Mr Vivek Viswanathan (DIN: 00141053), Director of the Company, from Joint Managing Director (Executive, Non-Independent Director) to Non-

Executive, Non-Independent Director, liable to retire by rotation, with effect from 20th June, 2024, and that he shall be eligible for sitting fees, reimbursement of expenses for attending Board and Committee meetings and profit related commission as may be permitted under the Act or Listing Regulations and/or as may be decided by the Board of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps and generally to do all such acts, deeds, things and matters as may be considered necessary, desirable or expedient for the purpose of giving effect to the above resolution.

**9. SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

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

RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for shifting the Registered Office of the Company from Upper Doab Sugar Mills, Shamli-247776 (Uttar Pradesh) to A-44, Hosiery Complex, Phase II Extension, Noida- 201305 (Uttar Pradesh).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board which may have been constituted or hereinafter constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

**10. MATERIAL RELATED PARTY TRANSACTIONS WITH TRIVENI ENGINEERING AND INDUSTRIES LIMITED, HOLDING COMPANY**

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 ("Listing Regulations"), 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 for Item No. 10 to this Notice of 90th Annual General Meeting for an amount not exceeding in the aggregate Rs.733.40 crores, during the financial year 2024-25, 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  
FCS-5826

Place: Shamli

Date : 31<sup>st</sup> July, 2024

**NOTES:**

1. In accordance with General Circular No.9/2023 dated September 25, 2023 read with Circular No.20/2020 dated May 5, 2020 and other applicable circulars issued by the Ministry of Corporate Affairs from time to time ("MCA Circulars"), and pursuant to the relevant provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting ('AGM') of the Company for the year 2024 is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence physical attendance of the members at the AGM is not required and the members can attend/participate and vote in the ensuing AGM through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other applicable circulars issued from time to time ("SEBI Circular") also dispense with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, this Notice of the AGM along with the Annual Report 2023-24 are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories.

3. Since this AGM will be held through VC/OAVM, Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not being annexed to this Notice.
4. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this AGM and the relevant details pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meeting in respect of Directors seeking appointment/re-appointment at the AGM are annexed hereto and forms part of this notice.

It may be noted that subsequent to the financial year 2023-24, Triveni Engineering & Industries Ltd. ('TEIL') acquired the majority equity stake in the capital of the Company and the Company has become a subsidiary of TEIL w.e.f. 20th June, 2024. Consequently, the Board of the Company has also been reconstituted, and the management and control of the Company now vest with TEIL.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 7, 2024 to Friday, September 13, 2024 (both days inclusive) for the purpose of the Annual General Meeting.
7. In the event of transfer of shares and the unclaimed dividend to IEPF, members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. The status of dividends remaining unpaid/ unclaimed along with the respective due dates of transfer to IEPF is provided in the Annual Report.
8. In terms of provisions of Regulation 40 of the Listing Regulations as amended from time to time, requests for effecting transfer of securities (including transmission/transposition) cannot be processed by the listed companies unless the securities are held in dematerialized form. Further SEBI has, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 ('SEBI Master Circular'), notified Common and Simplified Norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. In terms of said Master Circular, the listed companies shall issue the securities in dematerialized form only while processing the Investor service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios; and (g) Transmission/Transposition. The Company/RTA shall verify and process the service requests for the aforesaid purposes and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities, failing which the RTA/Company shall credit the securities to the Suspense Escrow Demat Account of the Company. Necessary Form ISR-4 for the aforesaid service requests is available on the website of the Company at [www.sirshadilal.com](http://www.sirshadilal.com). Accordingly, members are requested to make service requests for aforesaid purposes by submitting a duly filled up and signed Form ISR – 4 directly to the Company's RTA, M/s. Alankit Assignment Limited, along with the documents / details specified therein for processing at Alankit House| 4E/2 Jhandewalan Extension| New Delhi - 110055, INDIA.
9. SEBI has also vide its aforesaid Master Circular 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 with effect from 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.

10. The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Act will remain available electronically for inspection during the AGM. All other material documents referred to in this Notice will also be available for inspection in an electronic mode by the members from the date of circulation of this Notice till the date of the AGM, for which purpose Members are required to send an e-mail to the Company Secretary at [ajay.jain@ssel.trivenigroup.com](mailto:ajay.jain@ssel.trivenigroup.com).



## Dispatch of Annual Report:





11. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report for FY24 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice of AGM and Annual Report FY24 will also be available on the Company's website [www.sirshadilal.com](http://www.sirshadilal.com), websites of the stock exchanges i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and on the website of KFintech at <https://evoting/kfintech.com>.

## Procedure and Instructions for Remote E-Voting and E-voting (insta-poll) at the AGM and for joining the AGM through VC/OAVM

12. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended, the Resolutions for consideration at the AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting (insta-poll) during the AGM, for which purpose the Company has engaged the services of KFintech. The Board of Directors has appointed Mr. Suresh Gupta (Membership No. FCS 5660/CP 5204) of M/s. Suresh Gupta & Associates, Company Secretaries, New Delhi as a Scrutinizer to scrutinize the process of e-voting in a fair and transparent manner.
13. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, September 6, 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 remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
14. The remote e-voting period commences on Tuesday, September 10, 2024 at 09:00AM (IST) and ends on Thursday, September 12, 2024 at 05:00 PM (IST) when remote e-voting will be blocked by KFintech.
15. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again. However, those members who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions during the remote e-voting period and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
16. Any person who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com) well before closing of remote e-voting. However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote. If the member has forgotten his/her password, he/she may reset his/her password by using "Forgot User Details/ Password" option available on <http://evoting.kfintech.com>.
17. As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 / 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.
18. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
19. The process and manner for remote e-voting and e-voting (insta-poll) during AGM are explained herein below:

### (I) Login method for remote e-voting for individual shareholders holding securities in demat mode through Depositories e-voting system.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. <b>User already registered for IDeAS facility:</b><ol style="list-style-type: none"><li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li><li>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</li><li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" under "Value Added Services".</li><li>IV. Click on "Active E-voting Cycle" option under e-voting.</li><li>V. Click again company name (Sir Shadi Lal Enterprises Ltd.) or e-Voting service provider (Kfintch) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li></ol></li><li>2. <b>User not registered for IDeAS e-Services</b><ol style="list-style-type: none"><li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> or <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>II. Select "Register Online for IDeAS"</li><li>III. Proceed with completing the required fields for registration.</li><li>IV. After successful registration, follow steps given in points 1 above to cast your vote.</li></ol></li></ol>

	<p><b>3. Alternatively User may directly access the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to e-voting page on NSDL website.</li> <li>V. Click against Company name (Sir Shadi Lal Enterprises Ltd.) or e- voting service provider (KFintech) and you will redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period.</li> <li>VI. Shareholders/Members can also download the NSDL mobile app ‘NSDL SPEED-e’ by scanning the QR code mentioned below for seamless voting experience</li> </ol> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li><b>1. User already registered for Easi / Easiest facility of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login_or">https://web.cdslindia.com/myeasi/home/login_or</a> URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on Nil.Click on New System Myeasi/Login to My Easi option under Quick Login</li> <li>III. Enter your registered user id and password.</li> <li>IV. Click against Company name (Sir Shadi Lal Enterprises Ltd.) or e- voting service provider (KFintech) and you will redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period.</li> </ol> </li> <li><b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>I. Option to register: Visit URL: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields for registration.</li> <li>III. After successful registration, follow the steps given in point 1 above to cast your vote.</li> </ol> </li> <li><b>3. Alternatively, User may directly access the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on E-voting and enter your demat account Number (DP ID &amp; Client ID) and PAN Number.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat account.</li> <li>IV. After successful authentication, you will enter e-voting module of CDSL.</li> <li>V. Click against Company name (Sir Shadi Lal Enterprises Ltd.) or e- voting service provider (KFintech) and you will redirected to e-Voting page of service provider i.e. KFintech for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> <li>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>III. Click on options available against company name or e-Voting service provider - <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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.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 <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 22 55 33

**(II) Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8290, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Sir Shadi Lal Enterprises Ltd AGM" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [sureshguptacs@gmail.com](mailto:sureshguptacs@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above- mentioned documents should be in the naming format "Corporate Name\_Even No."

**(III) Members whose e-mail address is not registered/updated with the Company / RTA / Depository Participant(s), please follow the following steps to generate your login credentials:**

- a. Members holding shares in physical mode, who have not registered / updated their email address with the Company, are requested to register / update the same by submitting the duly signed requisite Form ISR-1 along with supporting documents to Company's RTA in the manner mentioned at Note 9 above. ISR 1 Form can be obtained by following the link: <https://www.alankit.com/pdf/ISR-1.pdf>
- b. Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant(s) with whom they are maintaining demat accounts. Any such changes effected by the Depository Participant(s) will automatically reflect in the RTA/Company's subsequent records.

- c. After due verification of request, KFintech will forward your login credentials to your registered e-mail address.
- d. Follow the instructions at (I) or (II) above to cast your cast.

**(IV) Login method for all the shareholders for joining the AGM through VC/OAVM and e-voting (insta-poll) during the meeting**

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com>. Members are requested to follow the procedure given below:
  - a) Launch internet browser (chrome/ firefox/safari) by typing the URL:<https://emeetings.kfintech.com>
  - b) Enter the login credentials (i.e., User ID and password for e-voting).
  - c) After logging in, click on "Video Conference" option
  - d) Then click on camera icon appearing against AGM event of Sir Shadi Lal Enterprises Limited, to attend the Meeting.

Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice.

- ii. Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the scheduled time for commencement of the Meeting. The facility of participation at the AGM through VC / OAVM will be made available for at least 1,000 members on 'first come first serve' basis. This will not include large shareholders (shareholders holding 2% or more equity shares), Institutional Investors and other specified category of persons who are allowed to attend the AGM without the aforesaid restriction. Institutional members are encouraged to participate at the AGM through VC / OAVM and vote thereat.
- iii. Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox. Members will be required to grant access to the webcam to enable two way VC / OAVM. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. Those members who are present at the meeting through VC /OAVM and have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting (insta-poll) during the AGM is integrated with the VC / OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes through insta-poll, which will be activated upon announcement by the Chairman at the AGM.
- v. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

**(V) Other Instructions**

- i. **Speaker Registration:** The members holding shares as on the cut-off date and who would like to express their views or ask questions on any items of the businesses to be transacted during the AGM may register themselves as speakers by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after login, which will be opened from Tuesday, September 10, 2024 at 09:00AM (IST) and ends on Wednesday, September 11, 2024 at 05:00 PM (IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
  - ii. **Post your Question:** Members holding shares as on the cut-off date and who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option available from Tuesday, September 10, 2024 at 09:00AM (IST) and ends on Wednesday, September 11, 2024 at 05:00 PM (IST).
  - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - iv. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Ms C. Shobha Anand, Vice President at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1800-309-4001 for any further clarifications.
20. The voting results along with the Scrutinizer's Report shall be placed on the website of the Company ([www.sirshadilal.com](http://www.sirshadilal.com)) and on the website of KFintech (<https://evoting.kfintech.com>). The Company shall, simultaneously, forward the results to BSE, where the equity shares of the Company are listed within the stipulated time..



**ANNEXURE TO NOTICE**  
**(Explanatory Statement under Section 102 (1) of the Companies Act, 2013)**

**ITEM NO. 3**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2025 as per the following details:

Remuneration of Cost Auditor

For the product "Sugar" for Upper Doab Sugar Mills

Cost Audit Fee: Rs. 30,000/- per annum

(Inclusive of all incidental and traveling expenses)

For the product "Industrial Alcohol"

for Shamli Distillery & Chemical Works

Cost Audit Fee Rs. 20,000/- per annum

Extra Travelling Expenses and Actual Incidental Expenses for attending  
Audit Committee/ Board Meeting(s) Rs. 2,000/- per day

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the appointment and remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**ITEM NO. 4**

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended read with Articles of Association of the Company, the Board of Directors of the Company had, at their meeting held on 20th June, 2024, approved the appointment of Mr. Sudipto Sarkar (DIN: 00048279) as an Additional Director (in the category of Non-Executive Independent Director) for a term of five consecutive years with effect from 20th June 2024, based on the recommendation of the Nomination and Remuneration Committee,

As per the provisions of Section 161 of the Act, Mr. Sudipto Sarkar (DIN: 00048279) shall hold office up to the date of this Annual General Meeting ('AGM'). Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, Mr. Sudipto Sarkar (DIN: 00048279) shall hold office up to the date of this AGM or for a period of three months from the date of his appointment, whichever is earlier. Mr. Sudipto Sarkar (DIN: 00048279) is eligible to be appointed as an Independent Director for a term up to five consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidature of Mr. Sudipto Sarkar (DIN: 00048279) for appointment as an Independent Director of the Company.

The Company has received Mr. Sudipto Sarkar (DIN: 00048279) consent to act as a Director and a declaration that he is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Mr. Sudipto Sarkar (DIN: 00048279) confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Sudipto Sarkar (DIN: 00048279) has confirmed that his name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Board, Mr. Sudipto Sarkar (DIN: 00048279) is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on that, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sudipto Sarkar (DIN: 00048279) as an Independent Director of the Company.

The draft terms and conditions for appointment of Mr. Sudipto Sarkar as an Independent Director shall be made available for inspection by the members through electronic mode up to the date of AGM. The relevant information in respect of Mr. Sudipto Sarkar (DIN: 00048279) pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Mr Sarkar is as under-

“Mr. Sarkar is a Barrister, Gray's Inn, London. A renowned lawyer and author of several authoritative legal textbooks, Mr Sarkar, as a practicing Senior Advocate, specializes in the areas of Commercial and Corporate Laws. Presently, he has been a Director on the Boards of Vesuvius India Ltd., EIH Ltd., EIH Associated Hotels Ltd., He was formerly a Director of BSE Ltd., JSW Steel Ltd., B & A Ltd., McNally Bharat Engineering Co. Ltd., Descon Ltd. Eveready Industries India Limited etc.

He has also acted as an arbitrator in domestic and international matters and has been a member of the Panel of Arbitrators of Hong Kong International Arbitration Centre (HKIAC) and Pacific International Arbitration Centre (PIAC). Presently he is on the Panel of Arbitrators of London Court of International Arbitration (LCIA) and Singapore International Arbitration Centre (SIAC).”

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. Since Mr Sarkar has attained the age of 75 years, his appointment requires the approval of members by way of a special resolution in accordance with Regulation 17(1A) of the Listing Regulations. Further, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board commends the passing of Special Resolution set out at Item No.4 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except, Mr. Sudipto Sarkar, the appointee and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Special Resolution.

#### **ITEM NO. 5**

Pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended read with Articles of Association of the Company, the Board of Directors of the Company had, at their meeting held on 20th June, 2024, approved the appointment of Mr. Jitendra Kumar Dadoo (DIN: 02481702) as an Additional Director (in the category of Non-Executive Independent Director) for a term of five consecutive years with effect from 20th June 2024, based on the recommendation of the Nomination and Remuneration Committee,

As per the provisions of Section 161 of the Act, Mr. Jitendra Kumar Dadoo (DIN: 02481702) shall hold office up to the date of this Annual General Meeting ('AGM'). Furthermore, pursuant to Regulation 17 (1C) of the Listing Regulations, Mr. Jitendra Kumar Dadoo (DIN: 02481702) shall hold office up to the date of this AGM or for a period of three months from the date of his appointment, whichever is earlier. Mr. Jitendra Kumar Dadoo (DIN: 02481702) is eligible to be appointed as an Independent Director for a term up to five consecutive years. The Company has received notice under Section 160 of the Act from a member, signifying his intention to propose the candidature of Mr. Jitendra Kumar Dadoo (DIN: 02481702) for appointment as an Independent Director of the Company.

The Company has received Mr. Jitendra Kumar Dadoo (DIN: 02481702) consent to act as a Director and a declaration that he is not disqualified from being appointed as a Director in terms of Sections 152 and 164 of the Act, and is also not debarred from holding the office of director by virtue of any SEBI order or any other such authority. The Company has also received a declaration from Mr. Jitendra Kumar Dadoo (DIN: 02481702) confirming that he meets the criteria of independence prescribed under the applicable provisions of the Act and the Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Jitendra Kumar Dadoo (DIN: 02481702) has confirmed that his name is registered in the data bank of Independent Directors as being maintained by Indian Institute of Corporate Affairs in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended.

In the opinion of the Board, Mr. Jitendra Kumar Dadoo (DIN: 02481702) is a person of integrity and possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions specified in the Act read with Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the management of the Company. Based on that, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Director of the Company.

The draft terms and conditions for appointment of Mr. Jitendra Kumar Dadoo (DIN: 02481702) as an Independent Director shall be made available for inspection by the members through electronic mode up to the date of AGM. The relevant information in respect of Mr. Jitendra Kumar Dadoo (DIN: 02481702) pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Mr Dadoo is as under-

“Mr. J.K. Dadoo is IAS (Retd.). He has been with the Ministry of Commerce and Industry since 2011, first as Joint Secretary and then as Additional Secretary & Financial Adviser and superannuated in Dec. 2017. He has over 30 years' experience of working in various senior positions in the Government of India and State Governments, such as Sub-Divisional Magistrate in Delhi, Principal Secretary (Environment) in Govt. of Delhi, Additional Commissioner of Sales Tax in Delhi, Secretary to Governor of Goa, Development Commissioner & Acting Chief Secretary, Goa, Deputy Commissioner, Arunachal Pradesh, Administrator of Lakshadweep (Governor, Chief Minister and Chief Secretary) etc. He also worked as Counsellor Coordination in the Embassy of India, Moscow, Director (Air Force) in the Ministry of Defence. Mr Dadoo served as a Board member of 7 big Public Sector Undertakings (PSUs) which include MMTC Ltd., The State Trading Corporation of India Ltd. (STC), India Trade Promotion Organization (ITPO), National Textiles Corporation LTD. (NTC), National Institute of Fashion Technology (NIFT), Cotton Corporation of India and Jute Board and also chaired the Audit Committee of said PSUs. He also served a member of the

Committee of Approvals for projects of Export Credit Guarantee Corporation (ECGC) and Exim Bank funded by the Ministry of Commerce.”

As per the provisions of the Act, the appointment of an independent director requires approval of the shareholders. However, as per Regulation 25(2A) of the Listing Regulations, the appointment of an independent director shall be subject to approval of the shareholders by way of special resolution. Accordingly, the Board commends the passing of Special Resolution set out at Item No.5 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except, Mr. Jitendra Kumar Dadoo (DIN: 02481702), the appointee and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Special Resolution.

#### **ITEM NOS. 6 & 7**

Mr. Tarun Sawhney (DIN: 00382878) was initially appointed as an Additional Director (Non-Executive Non-Independent) on the Board of the Company, acting as a nominee of Triveni Engineering & Industries Limited (“TEIL”), by the Board of Directors on the recommendations of the Nomination and Remuneration Committee (“NRC”), who shall hold office till the date of the ensuing Annual General Meeting (“AGM”).

Mr Tarun Sawhney is one of the Promoters and Vice Chairman & Managing Director of TEIL, holding Company and has been drawing remuneration from that company. Keeping into consideration his professional qualifications, vast experience, knowledge, thorough understanding of the Sugar and Alcohol Industry and the industry leadership capabilities, the Board of Directors of the Company (“Board”) had, on the recommendations of NRC, at its meeting held on July 31, 2024, approved the appointment of Mr. Tarun Sawhney as the Managing Director for a period of five (5) years w.e.f. July 31, 2024 to July 30, 2029 on the terms and conditions set out below, subject to the approval of the members at the ensuing AGM. The Board also believes that the appointment of Mr. Tarun Sawhney as the Managing Director is in the best interest of the Company.

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 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 in the ensuing AGM . The key terms and conditions of appointment are given below:

Terms and Conditions of appointment

Tenure: For a period of five (5) years with effect from July 31, 2024 to July 30, 2029

Designation : Managing Director

Salary per Month : Nil

Sitting Fee/profit related Commission : Nil

Other terms: His office shall be liable to retire by rotation.

The relevant information in respect of Mr. Tarun Sawhney pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards on General Meetings is provided at Annexure A to this Notice. The brief profile of Mr Tarun Sawhney is as under-

“Mr Tarun Sawhney is the Promoter and Vice Chairman & Managing Director of the holding Company, Triveni Engineering & Industries Ltd (TEIL). He also serves on the Board of Triveni Turbine Limited, Triveni Energy Solutions Limited, Centum Electronics Limited. Mr Sawhney has played a pivotal role in the sugar and bioenergy industries, having served as the President of the Indian Sugar Mills Association (ISMA) and Chairman of the Indian Sugar Exim Corporation Limited. He currently holds key positions in the Confederation of Indian Industry (CII), serving as a member of the National Council, the Chairman of the Agricultural Council, and the Co-Chairman of the National Committee on Bioenergy. He is also a member of the advisory board of the Indian Council of Agricultural Research (ICAR). His significant contributions to the sugar industry have earned him widespread recognition, exemplified by the prestigious Industry Excellence Award conferred by the former Hon'ble President of India, Smt. Pratibha Rao Patil.”

The Company has received all statutory disclosures / declarations from Mr. Tarun Sawhney 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. Mr Tarun Sawhney satisfies all the conditions set out in Part I of Schedule V of the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment as Managing Director of the Company. Mr Sawhney, being eligible, offers himself for appointment.

Accordingly, approval of the shareholders is sought to the appointment of Mr Tarun Sawhney as a Director and also as Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto and the Listing Regulations.

The above may be treated as a written memorandum setting out the terms and conditions of appointment of Mr Tarun Sawhney under Section 190 of the Act.

The Board recommends the resolutions at Item No. 6 & 7 for approval by the members as Ordinary Resolutions.

None of the Directors or any KMPs of the Company or their respective relatives except, Mr. Tarun Sawhney, the appointee and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in these Resolutions.

#### **ITEM NO. 8**

Mr Vivek Viswanathan (DIN: 00141053) was re-appointed as Joint Managing Director of the Company for a period of five years with effect from 1st January, 2023 to 31st December, 2027 in terms of special resolution passed by the shareholders of the Company at the 88th Annual General Meeting held on 26th September, 2022.

Consequent to change in management and control of the Company, Mr Viswanathan stepped down from the position of Joint Managing Director of the Company with effect from 20th June, 2024. However, considering his qualifications, knowledge and experience, the Board of Directors of the Company has, on the recommendations of the Nomination and Remuneration Committee, considered it desirable that the Company should continue to avail the services of Mr Viswanathan as Non-Executive, Non-Independent Director of the Company (acting as nominee of Triveni Engineering & Industries Ltd. ('TEIL'), the holding company), liable to retire by rotation. He is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and has expressed his willingness to continue to act as Non-Executive Director of the Company. Accordingly, Mr Viswanathan, being eligible, is proposed to be re-designated as Non-Executive, Non-Independent Director of the Company with effect from 20th June, 2024. The brief profile of Mr Viswanathan is as under:-

“Mr Vivek Viswanathan graduated with a B.A. (Hons) degree in History from St. Stephen's College, Delhi University in 1992, and MBA from the International Management Institute (IMI), New Delhi in 1995. He also earned a Masters' Degree in International Affairs (MIA), with specialization in International Finance and Business from Columbia University, NY in 2005. He has more than 20 years of work experience with the company. He has over 8 years of work experience with VST Industries (British American Tobacco), and Coca-Cola India in various functions including Sales, Marketing, Brand Management, Key Account Management and Corporate Strategy.”

The Board commends the passing of Resolution set out at Item No.8 of the Notice.

None of the Directors or any KMPs of the Company or their respective relatives except, Mr. Vivek Viswanathan and his relatives to the extent of their shareholding interest, if any, in the Company are either directly or indirectly concerned or interested, financially or otherwise, in this Resolution.

#### **ITEM NO. 9**

Presently, the Company's Registered Office is located at Upper Doab Sugar Mills, Shamli-247776 (Uttar Pradesh). The Board of Directors of your Company at their meeting held on 31st July, 2024 has decided to shift the Registered Office of the Company from Upper Doab Sugar Mills, Shamli-247776 (Uttar Pradesh) to A-44, Hosiery Complex, Phase II Extension, Noida- 201 305 (Uttar Pradesh) to carry on the business of the Company more economically and efficiently and with better operational convenience. Our Company is a subsidiary of Triveni Engineering and Industries Limited. The registered office of Triveni Engineering and Industries Limited is also situated at A-44, Hosiery Complex, Phase II Extension, Noida- 201 305 (Uttar Pradesh). Therefore shifting of Registered Office to Noida shall facilitate better coordination and administrative convenience. As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution. Therefore the Board recommends the Resolution as set out in Item No. 9 for approval of the Members as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 9 of the Notice

#### **ITEM NO. 10**

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. 10 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

With the acquisition of 61.77% equity stake in the Company by TEIL, the Company has become a subsidiary of TEIL with effect from 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. The Company requires adequate funding arrangements to be able to conduct normal business and operate the plant satisfactorily and reliably in the upcoming season 2024-25. The funding is required to make payment towards old cane dues, suppliers & employees dues, repairs of plant including capex, and working capital requirements. The funding will be partly undertaken in the Company through loans from lenders / banks and the balance requirements will need to be funded by TEIL. In view of weak financial position of the Company and its loss-making track record, it would be difficult to get the funding based on its financials alone and the banks / lenders may require some financial support from TEIL in the form of a comfort letter or a corporate guarantee or any other security. The financial support from TEIL will also help in securing loans at a competitive cost.

Further, both the Company and TEIL are in the similar business and both the companies can benefit by availing technical and management resources on secondment basis from each other. Being engaged in same line of business, the Company may also sell its surplus by-products to TEIL and purchase / sell other goods and services for effective and optimal utilisation of inventories and other resources. All these transactions will be beneficial to the Company and ensure better operating performance.

The proposed RPTs, along with transactions already approved, are likely to exceed 10% of the turnover of SSEL (FY 2023-24) 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 2024-25 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 upto Rs. 733.40 crore valid during FY 2024-25.

*Details of proposed transaction with TEIL including information pursuant to SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 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) Sale, Purchase, lease or supply of goods materials, equipment, properties etc. (b) Availing and rendering of services including borrowing/availing loan(s) and advance(s), guarantee(s) and security facilities. (c) Transfer of resources, services or obligations to meet business objectives and requirements.  <i>For more details including material terms please refer to Annexure B</i>
c.	Tenure of the proposed transaction (particular tenure shall be specified);	FY 2024-2025
d.	Value of the proposed transaction	Rs. 733.40 crore
e.	The percentage of annual turnover of the Company considering FY 2023-24, as the immediately preceding financial year.	158.70%
d.	Justification as to why the RPT is in the interest of the listed entity	Please refer to the explanatory statement of resolution no. 10 above
e.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
e(i)	details of the source of funds in connection with the proposed transaction;	Not applicable
e(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>	Not applicable

e(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not applicable
e(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	NotApplicable
f	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
g	Name of the director or key managerial personnel who is related, if any, and nature of relationship	Mr Tarun Sawhney and Mr Vivek Viswanathan 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.
h	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.10

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. 10 of this Notice.

The Board recommends the resolution set out at Item No. 10 of the Notice for your approval.

By order of the Board

**Ajay Kumar Jain**  
Company Secretary  
FCS-5826

Place: Shamli  
Date : 31<sup>st</sup> July, 2024

## ANNEXURE A TO AGM NOTICE

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 90<sup>TH</sup> ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Vivek Viswanthan	Mr. Tarun Sawhney	Mr. Sudipto Sarkar	Mr. Jitendra Kumar Dadoo
DIN	00141053	00382878	00048279	02481702
Date of Birth	07-11-1970	25-09-1973	21-03-1946	10-12-1957
Category of the Director	Non-Executive Non Independent Director	Executive Director	Independent Director	Independent Director
Educational Qualifications	B.A (Hons.) from Delhi University, Masters' Degree in Business Administration (MBA) from International Management Institute (IMI), New Delhi & Masters' Degree in International affairs from Columbia University, NY	Bachelors' and Masters' degrees in Arts from Emmanuel College, University of Cambridge, U.K. and Masters' degree in Business Administration from The Wharton School, University of Pennsylvania, U.S.A.	B.Sc. (Maths-Hons.) from Presidency College, Kolkata; B.A. (Law Tripos), M.A. (Law) and LL.M, (International Law) from Jesus College, Cambridge, UK.	Bachelor of Arts (Honours) in Economics from St. Stephen's College, New Delhi, Bachelor of Law (LLB) from Delhi University, aster degree (MBA) in Marketing from IIM, Ahmedabad
Expertise in specific functional areas	All Area of Management	An Industrialist with vast experience in Sugar and Engineering industries having adequate functional and management experience. The expertise includes general management leadership, Corporate Governance and Finance.	A practicing senior advocate with specialisation in the areas of commercial and corporate laws.	A retired civil servant having experience in various senior positions in the Government of India and State Governments
Date of Appointment on the Board	24.03.2001	20.06.2024	20.06.2024	20.06.2024
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Please refer to resolution and explanatory statement at Item Nos. 8 of the Notice.	Please refer to resolution and explanatory statement at Item Nos.6 & 7 of the Notice.	Please refer to resolution and explanatory statement at Item No.4 of the Notice.	Please refer to resolution and explanatory statement at Item No.5 of the Notice.
Remuneration last drawn by such person, if applicable	Please refer to corporate governance report forming part of Annual Report for FY24.	N.A.	N.A.	N.A.
Number of shares held in the Company as on date	NIL	NIL	NIL	NIL
Directorship held in other public companies excluding foreign and private companies	NIL	Centum Electronics Ltd. Triveni Energy Solutions Ltd. Indian Sugar Exim Corporation Ltd. Triveni Engg. & Indus. Ltd. Triveni Turbine Ltd. Triveni Foundation (Sec 8 Company)	Vesuvius India Ltd EIH associated hotels ltd, EIH Ltd. Triveni Engg. & Indus. Ltd.	Triveni Engg. & Indus. Ltd.
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies	NIL	Stakeholders' Relationship Committees Triveni Engg. & Indus. Ltd. – Member Triveni Turbine Ltd. – Member Audit Committee Triveni Engg. & Indus. Ltd. – Member	Stakeholders' Relationship Committee Triveni Engg. & Indus. Ltd.-Member Vesuvius India Ltd. – Member EIH Associated Hotels Ltd. - Member Audit Committee Triveni Engg. & Indus. Ltd. - Chairman EIH Ltd. - Member	NIL
Relationship with other directors, Manager and KMP	NIL	NIL	NIL	NIL

Number of meetings of the Board attended during the past Financial year	4	NotApplicable	NotApplicable	NotApplicable
Name of the listed companies from which resigned in the past three years	None	None	None	None

#### ANNEXURE B TO AGM 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.	450.00  3.40 (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  (**) based on present interest rates, accordingly it may vary.	150.00  15.00**
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	100.00
4	Secondment of Employees from / to the Holding Company and the amounts will be charged based upon the actual cost incurred	5.00
5.	Sale/purchase of component, equipment, stores, spare parts, services and other miscellaneous items (including lease of offices/ properties): - Price of goods and spare parts will be determined at actual procurement cost + 2% handling charges. - Services (including lease charges) will be determined based on prevalent market rates - Expenses incurred on behalf of the other company shall be reimbursed on actual	10.00

\*Excluding Taxes