



the Board/ Committee for their comments. The Minutes are entered in the Minute Book within 15 days from conclusion of the meeting and are confirmed at the subsequent meeting.

Board decisions are promptly and clearly communicated to the operating management for implementation. An action taken report is submitted to the Board/Committee at the subsequent meetings till the decisions are fully implemented.

The Company Secretary, while preparing the agenda, notes on agenda, Minutes etc. of the meeting(s), is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 / 2013 read with the Rules issued there under, any amendment thereof and the secretarial standards recommended by the Institute of Company Secretaries of India.

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

In respect of Directors seeking appointment or re-appointment, the notice for the Annual General Meeting contains all the relevant information, like brief resume of the Directors, nature of their expertise in specific functional areas and name of the Companies in which they hold Directorship and / or membership of any Committee of the Board.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT TEAM:

Code of Conduct for the Directors as well as for the members of the Senior management of the Company was adopted in the Board meeting held on 4th April, 2005 and amended subsequently from time to time. The code is intended to serve as a basis for ethical decision

making in conduct of professional work. The Code of Conduct states that each individual in the organization must know and respect existing laws, accept and provide appropriate professional views and be upright in his conduct and observe corporate discipline. The said Code of Conduct has been circulated to all the Directors and members of Senior management and the compliance of the same has been affirmed by them in respect of the financial year 2023-24 and a declaration to that effect signed by the Managing Director is detailed below and forms part of this report. A copy of Code of Conduct has also been put on the Company's website – www.sirshadilal.com

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 17(5) of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges, all Board members and Senior management personnel have affirmed compliance with Sir Shadi Lal Enterprises Limited, Code of Business Conduct and Ethics for the year ended March 31, 2023.

For and on behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd.

Place: Shamli	Rajat Lal (Managing Director)	Udit Pat Singhania (Chairman)
Dated: 29.07.2023	(DIN 00112489)	(DIN 07984594)



COMMITTEES OF THE BOARD

The Company has constituted following Board Level Committees:

(3) AUDIT COMMITTEE:

(a) Composition:

The Board has constituted Audit Committee consisting of following Directors:

Sr.	Name	Category	Designation	Attendance*
1.	Mr. Udit Pat Singhania**	Non-Executive Independent Director	Chairman	4
2.	Mr. Tanmay Sharma	Non-Executive Independent Director	Member	4
3.	Mr. Neeraj Gupta***	Non-Executive Director	Member	-
4.	Mr. Ravi Malhotra****	Non-Executive Independent Director	Chairman	4

All the members of the Audit Committee are financially literate and more than one member possess accounting and related financial management expertise. The concerned officials responsible for the finance function and the head of Internal audit are invitees to the Audit Committee.

The Chairman of the Audit Committee attended the Annual General Meeting held on 26.09.2022 to answer shareholders' queries. The composition of the Audit Committee meets the requirements of section 177 of the Companies Act, 2013.

*During the year four meetings of Audit Committee were held on 30.05.2022,30.07.2022,12.11.2022,11.02.2023.

**Mr. Udit Pat Singhania was appointed as Chairmen of Audit Committee vide circular resolution w.e.f. 18.08.2023 subject to shareholders approval in AGM to be held on 25.09.2023.

***Mr. Neeraj Gupta was appointed the member of the Audit Committee vide circular resolution w.e.f. 18.08.2023 subject to shareholders approval in AGM to be held on 25.09.2023.

**** Mr. Ravi Malhotra ceased to be member of Audit Committee w.e.f. 18.08.2023.

(B) TERMS OF REFERENCE:

The Audit Committee has powers to investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and to secure attendance of outsiders with relevant expertise, if it considers necessary. The terms of reference of the Audit Committee include exercising powers and discharge of functions as stipulated in Regulation 18 of SEBI (LODR) Regulations 2015 read with Section 177 of the Companies Act, 2013.

The primary purpose of the Audit Committee is to monitor and provide effective supervision of the Company's financial reporting processes in order to ensure timely, accurate and proper disclosure and the transparency, integrity and quality of financial reporting. The Audit Committee, besides other activities, reviews the quarterly / Annual financial results, Cost Auditors reports, capital expenditures, Internal Auditor reports which thereafter are sent to the Board with recommendations.

The Audit Committee also reviews management discussion and analysis of financial conditions and results of operations, statement of significant related party transactions, Directors' responsibility statement included in the Board's report in terms of clause (3c) of section 134 of the Companies Act 2013, appointments of Statutory Auditor, Cost Auditor, Chief Financial Officer and Chief Internal Auditor.

The role of Audit Committee is summarized hereunder:

1. Oversight of financial report process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
3. Approval of payment to Statutory Auditors for any other services rendered by them.
4. Reviewing with the management, the Annual financial statement and Auditors' reports thereon before submission to the Board for approval with particular reference to:
 - a) Matters being included in the Directors' responsibility statement in the Boards' report in terms of clause (c) of sub-section (3) of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue,

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preferential issue, etc.).

7. Review and monitor the Auditors' Independence and performance, and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the Company with related parties.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of Internal financial controls and risk management systems.
12. Reviewing with the management, the performance of statutory and Internal Auditors, adequacy of the Internal Control Systems.
13. Reviewing the adequacy of Internal audit function.
14. Discussion with Internal Auditors of any significant findings and follow up thereon.
15. Reviewing the findings of any Internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board.
16. Discussion with statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
17. Look into the reasons for substantial defaults.
18. Review the functioning of the whistle blower mechanism.
19. Approval of appointment of CFO after assessing the qualifications, experience and background etc. of the candidate.
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee also recommends the appointment of Cost Auditor pursuant to the notification no. 774 dated March 27, 2014 of Government of India, Ministry of Corporate Affairs, New Delhi. The Audit Committee also ensures that the cost Auditor is free from any disqualification u/s 148 read with sub section (3) or sub section (4) of section 141 of the Companies Act, 2013. The Audit Committee also obtains a certificate from the cost Auditor certifying its Independence and arm's length relationship with the Company.

(4) NOMINATION & REMUNERATION COMMITTEE:

a) COMPOSITION:

The Nomination & Remuneration Committee consisting of the following Non-Executive Independent Directors was constituted/ reconstituted by the Board with agreed terms of reference to determine, on their behalf and on behalf of the shareholders, the Company's policy on specific remuneration package for Executive Directors. The Chairman of the nomination Committee is an Independent Director other than Chairman of the Company.

S.No.	Name	Category	Designation	Attendance *
1.	Mr. Tanmay Sharma	Non-Executive Independent Director	Chairman	1
2.	Mr. Ravi Malhotra	Non-Executive Independent Director	Member	1
3.	Mr. Udit Pat Singhania	Non-Executive Independent Director	Member	1

*During the year One meetings of Nomination & Remuneration Committee was held on 11.02.2023.

b) TERMS OF REFERENCE:

The terms of reference of the Nomination & Remuneration Committee is in accordance with section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 which, inter alia, includes, to formulate the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulate criteria for evaluation of Independent Directors and the Board, Identifying persons who are qualified to become Directors and who may be appointed in Senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.

c) REMUNERATION POLICY:

The Committee shall lay down the policy of remuneration to Directors, Key Managerial Personnel and Senior management which involves a balance between fixed and incentive pay, reflecting short term and long term performance objectives appropriate to the working of the company.

NON-EXECUTIVE DIRECTORS

On the recommendation of the Nomination & Remuneration Committee, the remuneration to the Non-Executive Directors is decided and approved by the Board of Directors. The Non-Executive Directors are paid remuneration by way of sitting fees and commission not exceeding the limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

The Non-Executive Directors are entitled to commission @ 1% of the net profit as approved by the shareholders and sitting fees @ Rs.20,000/- w.e.f. 01.08.2014 for each meeting of the Board or any Committee thereof attended by them. All the Non-Executive Directors are entitled for equal commission. Those who have worked for part of the year would be entitled for commission proportionately.



No commission was paid to the Non-Executive Directors during the year because of brought forward losses.

EXECUTIVE DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Nomination & Remuneration Committee frames and implements on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of Executive Directors. The Nomination & Remuneration Committee also considers, approves and recommends to the Board of Directors the designation and increase in salaries for the Executive Directors and Kmps, keeping in view the remuneration package offered by the other Corporate houses of the industry. The policy, inter-alia, provides for the following:

- salary and commission not to exceed limits prescribed under the Companies Act, 2013.
- revision from time to time depending upon the performance of the Company, individual Director's performance and prevailing industry norms.
- no sitting fees.

The remuneration paid to the Executive Directors and Kmps of the Company is approved by the Board of Directors on the recommendations of the Remuneration Committee.

Presently, as the Company does not have any scheme of stock option, the incentive by way of commission on profits is considered for the Directors / Executive Directors in the remuneration package.

d) DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED MARCH 31, 2023

(I) NON-EXECUTIVE DIRECTORS

During the financial year, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Directors.

S. No.	Name	Category	Commission (Rs.)	Sitting fee(Rs.)	Total (Rs.)	Service Contract/Notice period/ Severance fees	No.of shares held
1.	Mr. Ravi Malhotra	Non-Executive Independent	-	160000	160000	Not liable to retirement by rotation	-
2.	Mr. Tanmay Sharma	Non-Executive Independent	-	160000	160000	Not liable to retirement by rotation	-
3.	Mr. Udit Pat Singhania	Non-Executive Independent	-	160000	160000	Not liable to retirement by rotation	-
4.	Smt. Radhika Viswanathan Hoon	Non-Executive	-	80000	80000	Retirement by rotation	39132
5.	Mr. Neeraj Gupta	Non-Executive	-	80000	80000	Retirement by rotation	-
	Total			640000	640000		-

(II) MANAGING AND WHOLE-TIME DIRECTORS

S. No.	Name	Category	Salary (Rs.)	Perquisites* (Rs.)	Commission (Rs)	Total (Rs.)	Service Contract/ Notice period/ Severance fees	Period for Appointment
1.	Mr. Rajat Lal, Managing Director	Executive	1512000	1401040	-	2913040	Contractual**	5 years
2.	Mr. Vivek Viswanathan, Joint Managing Director	Executive	1386000	1285120	-	2671120	Contractual**	5 years
3.	Mr. Rahul Lal, Joint Managing Director	Executive	3000000	2857031	-	5857031	Contractual**	5 years
	Total		5898000	5543191	-	11441191		

perquisites include house rent allowance, electricity & fuel charges, medical reimbursement, medi-claim and personal accident insurance premium, company's contribution to provident fund and superannuation fund.

** notice period is six calendar months, on either side.

I) KEY MANAGERIAL PERSONNEL OTHER THAN DIRECTORS

S. No.	Name	Category	Salary (Rs.)	Perquisites*(Rs.)	Commission (Rs)	Total (Rs.)	Service Contract
1.	Mr. Gajendra Kumar Sharma	CFO	620592	-	-	620592	Contractual
2.	Mr. Ajay Kumar Jain	CS	1201700	-	-	1201700	Contractual
	Total		1822292	-	-	1822292	

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*Perquisites include Company's contribution to Provident Fund.

5. INDEPENDENT DIRECTORS' MEETING:

A meeting of the Independent Directors was held on 11.02.2023 to review the performance of Non Independent Directors / members of the management without the attendance of Non Independent Directors and the Board as a whole, on parameters of active participation, effectiveness and to assess the promptness of flow of information between the management and the Board.

Mr. Ravi Malhotra, Chairman of the Independent Directors meeting, placed the proceedings of the meeting before the Board of Directors.

6. EVALUATION AND PERFORMANCE OF INDEPENDENT DIRECTORS:

The performance evaluation of the Independent Directors was done by the Board, except the Directors being evaluated. The criteria adopted for performance evaluation were as follows:

ROLE & ACCOUNTABILITY

- Understanding the nature and role of Independent Directors' position.
- Understanding of risks associated with the business.
- Application of knowledge for rendering advice to management for resolution of business issues.
- Offering constructive challenge to management strategies and proposals.
- Active engagement with the management and attentiveness to progress of decisions taken.

OBJECTIVITY

- Attendance and active participation.
- Knowledge of the working of industry, experience and related issues.
- Understanding of risks associated with the business.
- Understanding the nature and Directors' role.
- Commitment to role & fiduciary responsibilities as a Board member.
- Leadership & initiative.
- Application of knowledge for rendering advice to management for resolution of business issues and competition challenges.
- Independent judgment.
- Non-partisan appraisal of issues.
- Compliance, due diligence and financial control
- Safeguarding the interest of the Company and its minority shareholders.
- Non-partisan appraisal of issues.
- Compliance, due diligence and financial control
- Safeguarding the interest of the Company and its minority shareholders.

7. CORPORATE SOCIAL RESPONSIBILITY (CSR) :

As per section 135 of the Companies Act 2013 every Company having net worth of Rs. Five hundred crore or more or turnover of Rs. One thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate

Social Responsibility Committee of the Board consisting of three or more Directors out of which at least one Director shall be an Independent Director. The Company has constituted CSR Committee on 08.08.2017.

(a) Composition:

The Board has constituted CSR Committee consisting of following Directors:

S. No.	Name	Category	Designation	Attendance *
1.	Udit Pat Singhania**	Independent Director	Chairman	-
2.	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3.	Mr. Rahul Lal	Joint Managing Director	Member	1

*The composition of the CSR Committee meets the requirements of section 135 of the Companies Act, 2013. One meeting of CSR Committee was held on 11.02.2023.

**Mr. Udit Pat Singhania was appointed as Chairman of CSR Committee vide circular resolution dated 18.08.2023 subject to shareholders approval in AGM to be held on 25.09.2023.

(b) TERMS OF REFERENCE:

Formulating and recommending to the Board of Directors, CSR Policy and indicating activities to be undertaken.

1. Recommending the amount of expenditure for CSR activities.
2. Monitoring CSR activities from time to time.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR):

The CSR Committee has framed CSR Policy and the Board of Directors of the Company has approved the policy in the Board of Directors meeting held on 08.08.2017. The details of CSR policy are as follows;

Sir Shadi Lal Enterprises Limited firmly believes and lives the values of Corporate and Social Responsibility and pledges to sustain its effort towards being responsible and accountable for its business at all times. The Policy displays the Company and its employee's commitment to the community we work with and the environment from which we extract resources. We will ensure that our CSR initiatives integrate social and environmental considerations into our businesses apply to all our operations, is incorporated into our governance, management, business strategy, and daily decisions and actions.

Our vision is to actively contribute to the social and economic development of the communities in which it operates. In so doing build a better, sustainable way of life for the weaker sections of society and raise the country's human development index.

BASIC PRINCIPLES

- a) Striving towards improving accessibility to education amongst underprivileged communities.
- b) Promoting Education



- c) Work for providing solutions to better and sustained livelihood, infrastructure development, healthcare, sanitation and hygiene and limiting/eradicating prevalent social issues like hunger, poverty and malnutrition in our community.
- d) Taking necessary steps for Ensuring environmental sustainability
- e) Agriculture development and better farmer focus.
- f) Efforts for reducing social and economic inequality Including gender inequality.
- g) Promoting Sports through various events.
- h) Regular monitoring and implementation of this policy, outcomes of the initiatives and publicly report on the progress in a transparent and effective manner.
- i) Continually review of the CSR policy, business practices and governance to encourage evolution.

IMPLEMENTATION PROCESS

The projects identified for focus by the Company will emanate from the core value of 'support and participation in addressing societal and environmental concerns'. The projects will have solidified with the participation of the business units, employees and the community they work with and the prioritization and focus areas emerged as sustained livelihood, improved quality of life, rural development, education and empowerment of marginalized section of the community, especially women and children.

OPERATING MECHANISM

The company shall carry out the CSR activities:

1. Taking up the activities as detailed in its focus area directly; or
2. Through a Registered Trust or a Registered Society or an outfit established by the company or its holding or subsidiary or associate company under Section 8 of the Companies Act, 2013 or otherwise; or
3. Through a trust, society or company which is not established by the company or its holding or subsidiary or associate company, having an established track record of at least three years in undertaking similar programs or projects;

Provided that the company shall specify the project or programs to be undertaken through these entities, the modalities of utilization of funds on such projects and programs and the monitoring and reporting mechanism.

COMPANY'S FOCUS AREAS/ACTIVITIES:

Therefore, the causes in alignment with our businesses and values are:

1. Promoting Education
2. Promoting Sports through various events
3. Good Agricultural Practices
4. Model Village/Habitation Development Co-Community Development
5. Skill Development and Women Empowerment
6. Health care: supporting various medical initiatives aiming at reducing mortality rate of children, regular health check-ups for poor's including children in schools of neighboring regions, promoting preventive health care etc.
7. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Govt. for socio economic development and relief and welfare of the weaker section of

the society and women.

8. SHAREHOLDERS' GRIEVANCE COMMITTEE/ STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors has constituted the following Committees to look after the issues related to Shareholders:

- a. Shareholders /Investors Grievance Committee/ Stakeholders Relationship Committee.
- b. Share Transfer Committee.

The Shareholders / Investors Grievance Committee looks after maintaining cordial –relations with shareholders and other investors and oversees the mechanism for redressing of shareholders and investors complaints like non–receipt of Annual report, non–receipt of declared dividend warrants and non-transfer of shares. Share transfers / transmissions are approved by the Share Transfer Committee and are placed at the Board meeting from time to time.

A. COMPOSITION OF SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE / STAKE HOLDERS RELATIONSHIP COMMITTEE:

S. No.	Name	Category	Designation	Attendance*
1.	Mr. Tanmay Sharma	Non-Executive Director	Chairman	1
2.	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3.	Mr. Rahul Lal	Joint Managing Director	Member	1

During the year one meeting of Shareholder/Investor Grievances Committee was held on 11.02.2023. There was no investor complaint pending as on 31.03.2023.

B. COMPOSITION OF SHARE TRANSFER COMMITTEE

S. No.	Name	Category	Designation	Attendance*
1.	Mr. Rajat Lal	Managing Director	Chairman	3
2.	Mr. Vivek Viswanathan	Joint Managing Director	Member	3
3.	Mr. Rahul Lal	Joint Managing Director	Member	3

*During the year three meeting of Share Transfer Committee were held on 27.06.2022, 26.08.2022 and 20.03.2023. Mr. Ajay Kumar Jain, Company Secretary, had been appointed as Secretary / Compliance officer of the Share Transfer Committee.

The Company has registered and delivered to the shareholders all the valid applications received for transfer / transmission / remat / split/ consolidation of shares during the year within the stipulated

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time and there were no shares pending for transfer as on 31.03.2023.

a) RISK MANAGEMENT COMMITTEE:

The Board of Directors has constituted risk management Committee comprising of following Directors /member:

S. No.	Name	Category	Designation	Attendance*
1.	Mr. Rajat Lal	Managing Director	Member	1
2.	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3.	Mr. Rahul Lal	Joint Managing Director	Member	1
4.	Mr. Gajendra Kumar Sharma	Chief Financial Officer	Member	1
5.	Mr. Ajay Kumar Jain	Company Secretary	Member	1

During the year, one meeting of Risk Management Committee was held on 11.02.2023.

(b) VIGILANCE COMMITTEE:

The Board of Directors has constituted a Vigilance Committee comprising of following Directors/members:

S. No.	Name	Category	Designation	Attendance*
1	Mr. Rajat Lal	Managing Director	Member	1
2	Mr. Vivek Viswanathan	Joint Managing Director	Member	1
3	Mr. Rahul Lal	Joint Managing Director	Member	1
4	Mr. Gajendra Kumar Sharma	Chief Financial Officer	Member	1
5	Mr. Ajay Kumar Jain	Company Secretary	Vigilance Officer	1

*During the year one meeting of Vigilance Committee was held on 11.02.2023

10. GENERAL BODY MEETINGS:

Location and time where last three Annual General Meetings were held is given below:

Sl. No.	Particulars of Annual General Meeting	Date	Location of the Meeting	Time
1.	86th A.G.M. in respect of the year 2019-20	28.09.2020	Through Video Conferencing	11.00 A.M.
2.	87th A.G.M. in respect of the year 2020-21	27.09.2021	Through Video Conferencing	11.00 A.M.

3.	88th A.G.M. in respect of the year 2021-22	26.09.2022	Through Video Conferencing	11.00 A.M.
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In the last Annual General Meeting, the following resolutions containing special business were passed through e-voting.

SPECIAL BUSINESS:

5. 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 and the 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, 2023 be and is hereby ratified and approved.”

“RESOLVED FURTHER that Sh. Rajat Lal, Managing Director of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

6. 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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Udit Pat Singhania (DIN 07984594), who was appointed as an Additional Director of the Company by the Board of Directors by Circular Board Resolution on 01.10.2021 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company not liable to retire by rotation from 26.09.2022 to 25.09.2027.”

“RESOLVED FURTHER THAT Mr. Rajat Lal, Managing Director of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval



of the Company be and is hereby given to re-appoint Mr. Vivek Viswanathan as Joint Managing Director for a further period of five years w.e.f. 01.01.2023 to 31.12.2027 on the terms & conditions and remuneration including commission and perquisites as set out in the explanatory statement.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary the remuneration and perquisites including the monetary value thereof as specified in the explanatory statement, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions under the Companies Act, 2013 or Schedule appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or in rules or regulations promulgated thereunder.”

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby given to re-appoint Sh. Rahul Lal as Joint Managing Director of the Company for a further period of five years w.e.f. 01.07.2023 to 30.06.2028 on the terms & conditions and remuneration including commission and perquisites as set out hereunder.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary the remuneration and perquisites including the monetary value thereof as specified in the explanatory statement, to the extent the Board of Directors may consider appropriate, as may be permitted or authorized in accordance with the provisions under the Companies Act, 2013 or Scheduled appended thereto, for the time being in force or any statutory modification or re-enactment thereof and/or in rules or regulations promulgated thereunder.”

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

“**RESOLVED** that pursuant to section 188 and other applicable provisions of the Companies Act, 2013 if any and regulation 23 of the SEBI (LODR) Regulations 2015, consent of the members of the Company be & is hereby accorded for related party transactions made by the Company with the Directors, Promoters and other related party at arm length Basis in the ordinary Course of Business to the extent as decided by the Board of Directors.”

In the last Annual General Meeting, following resolutions containing ordinary business were passed through e-voting:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2022, Statement of Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajat Lal, (DIN: 00112489) who retires by rotation and being eligible, offers

himself for re-appointment.

3. To appoint a Director in place of Mr. Rahul Lal, (DIN: 06575738) who retires by rotation and being eligible, offers himself for re-appointment
4. 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 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time; M/s Basant Ram & Sons, Chartered Accountants New Delhi be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (88th Annual General Meeting) till the conclusion of the 93th Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus GST, out-of-pocket and traveling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

11. OTHER DISCLOSURES:

A. RELATED PARTY TRANSACTIONS

There are no transactions of the company of material nature with promoters, Directors, management, subsidiaries or relatives etc. which would have potential conflict with the interests of the company at large. Attention of members is drawn to the related party transaction with the related party in the main Directors report and note no. 50 in the financial statement.

B. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

In the preparation of the financial statements, the Company has followed with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. Accounting entries passed on the exercise of the judgment by the management are correct and reasonable.

C. RISK MANAGEMENT

To comply with the requirement of Companies Act 2013 and Regulation 21 of SEBI (LODR) Regulations, 2015, the Board of Directors have approved the Risk Management Policy and constituted a risk management Committee to monitor the implementation thereof. Salient features of the Risk Management Policy are as under:

- (i) Risk management is an intrinsic part of the strategic management of the Company.
- (ii) Risk management process comprises of – identification of risks, analyzing the same, deciding on the transfer or retention thereof and initiation of actions to mitigate the risks.
- (iii) Risks faced by the Company are classified into External and Internal risks.
- (iv) The external risks cover the political environment risks, government policies related risks, technological and product obsolescence risks.
- (v) The Internal risks cover the operating risks, financial risks, human risks, system risk, and credit risk.

CONTD.....



RISKS IDENTIFICATION:

The Board of Directors has identified following risks to the Company:

EXTERNAL RISKS OR UNCONTROLLABLE RISKS

- (a) Raw Material Risk
- (b) Sugar Price Risk
- (c) Regulatory Risk
- (d) Cyclical Risk
- (a) RAW MATERIAL RISK

Sugarcane is the principal raw material used for the production of Sugar. Business depends on the availability of Sugarcane and any shortage thereof adversely affects operations. A variety of factors beyond the Company's control may contribute to a shortage of Sugarcane in any given harvest period. Some of the main factors that could contribute to a shortage of Sugarcane are set forth below:

- i) Cane cultivation area and availability of irrigation facility.
- ii) Availability of higher yielding crop.
- iii) Diversion from cane production to other cash crops.
- iv) Diversion of Sugarcane to other industries like khandsari or gur and to neighboring factories etc.
- v) Adverse weather conditions, crop disease.
- vi) Cane procurement price declared by the state government and / or central government.
- vii) Cane price payment delays to the growers.

RISK MITIGATION

The risk can be mitigated by steps such as government encouragement for promotion of various irrigation schemes (lift irrigation, drip irrigation, improved canal system etc.), cane development schemes, improved infrastructure for road and communication, provision of better quality and higher yielding seeds as well as fertilizers and pesticides, prompt clearance of cane dues of farmers and steps to improve their goodwill by adoption of social development measures. As regard cane procurement price by the state Govt. and / or central Govt., this is a systems risk which cannot be alleviated unless the Sugar cane price has linkage with the Sugar price on the basis of established and recognized formula and the Govt. announces subsidy and relief to the Sugar industry to facilitate timely cane price payment to the growers so that there is no fear among the growers either for cultivation /agitation or for-diversion of the cane from area.

(B) SUGAR PRICE RISK

The price of Sugar has a significant impact on Company's profits. Like other agricultural commodities, Sugar is subject to price fluctuations resulting from availability and price of raw material, weather, natural disasters, domestic and foreign trade policies, shift in supply and demand and other factors beyond the Company's control. Additionally, 15% to 30% of the total global Sugar production is traded on commodity exchanges which are speculative in nature and can adversely affect the global Sugar prices and in turn the price of Sugar in domestic market.

RISK MITIGATION

The Company is unable to mitigate this risk because it does not have control on the market forces and the regulatory prices. However,

Sugar price can be improved to some extent by producing bolder grain of Sugar. Further, there appears to be a realization by the government that a reasonable level of Sugar price is necessary for survival of both the farmers and the Sugar industry.

REGULATORY RISKS

I) ENVIRONMENTAL RISK

The Industry & Company is subject to environmental regulations which are becoming more and more stringent and the Company may be exposed to liability as a result of handling of hazardous materials. Recently, the Central Pollution Control Board (CPCB) has directed the State Pollution Control Board to ensure zero liquid discharge in Sugar plants and distilleries. It involves installation of advance process technology with multi pressure distillation and integrated evaporator and incineration system in distillery unit. In the Sugar plants, the CPCB has directed to reduce waste water generation to 40 liters per ton of cane crush and installation of cooling tower. CPCB has also revised waste water generation to 200 liters for Sugar unit per ton. The regulations of pollution control have become extremely stringent along with time bound implementation plan and non-compliance includes non-renewal of the Annual factory license especially in distillery unit. It involves potential cost for installation of pollution control system in distillery and Sugar plants.

RISK MITIGATION

The only way to mitigate this risk is to follow the instructions of pollution control Board. However, the cost of installation of pollution control system is very high. Making huge investment in such systems raises the cost of production resulting in substantially reduced margin on sales. Moreover, borrowings from banks for investing in these equipment's is very difficult due to accumulated losses and negative net worth still being faced by the Company due to financial crisis faced by the Sugar industry in recent years. The Company is however continuing to take all measures to comply with the pollution control guidelines of the CPCB in both Sugar plant and distillery. In distillery unit, the Company, while expanding its capacity from 70 klpd to 100 klpd in the year 2021-22 had installed Incineration Boiler.

GOVERNMENT POLICY RELATED RISKS

The Sugar industry is highly regulated and hence the Company operates in a highly regulated environment. Central and State Government policies and regulations are such as:

- i) State Advised Price (SAP) and Fair Remuneration Price (FRP) for Sugarcane.
- ii) Control on sale of molasses
- iii) High weightage of Sugar in wholesale price index vis-à-vis with other commodities

These affect the agricultural sector and related industries and affect our operations and our profitability. Ethanol business is highly dependent on government policy. Sugarcane price is controlled both by the State and Central Governments.

RISK MITIGATION

This is a systematic risk which cannot be alleviated unless the Sugar cane price has linkage with the Sugar price on the basis of established and recognized formula. The government should revise minimum support price of Sugar as it revises for other crops like wheat paddy etc.



D. CYCLICAL RISK

Being an agro based industry, the production and realization is very much dependent on the monsoon and other environmental factors which are cyclic in nature. At the same time switchover of the farmers from Sugarcane to some other cash crops for better realization badly affect the industry.

RISK MITIGATION

Although the Company has no control over the monsoon and other environmental factors, the results can be better if proper irrigation arrangements are made for the farmers which can be facilitated through state Govt. agencies.

2. CONTROLLABLE RISKS: THESE RISKS INCLUDE:

1. Productivity risks
2. Drawal rate risks
3. Management bandwidth risks

Apart from the external reasons, there are risks associated with operational limitations i.e. old plant & machinery and no cogeneration facility, low recovery in comparison to the central and eastern region Sugar mills and higher conversion cost due to higher wage bill and higher maintenance cost.

RISK MITIGATION

1. Selection of appropriate machinery and maintenance of the same is critical for continuous operations during the crushing season. The Company has consistently operated at an optimum capacity of around 90% to 95% in most of the years.
2. For mitigating the poor drawal risk, Company is focusing on stable crushing rate and improving cane price payments.
However, it is getting constrained in its all out efforts due to accumulated losses and negative net worth.
3. With its respected track record in the industry and professional work practices, the Company is able to hire and retain appropriate talent.
4. The key recommendations of the Rangrajan Committee on Sugar decontrol have garnered positive responses and are in line with industry expectations. The government has already implanted a number of steps barring the cane pricing policy. The linkage of the Sugarcane price with Sugar realization will bring in structural changes in the industry.
5. The Company is working as various options for taking up small projects in Sugar unit, for improvement of Sugar quality, saving in steam & bagasse consumption, Sugar cane development and improvement in processes efficiency, which can be taken up in phases over a period for 2 to 3 years. The Company had already expanded the capacity of its distillery unit from 70KL per day to 100KL per day.

3. FINANCE RISK:

The industry is highly dependent on timely availability of working capital as well as long term finance at competitive rate of interest for day to day operation, timely cane payment, cane development as well as modernization, technology development, expansion of Sugar and distillery and installation of pollution control systems.

Further there is also physical risk associated with the assets of the Company due to loss by fire, riot, strikes, malicious damages, thunderstorm, flood, theft, burglary, earthquake etc.

RISK MITIGATION

The lenders have generally been reluctant to take additional financial exposure in the Company mainly due to its low rating and due to negative net worth. The Company has been working on improving its operational and financial performance. The rating of the company for the financial year 2022-23 was B+ and the company had assigned the work of credit rating to Informerics Rating & Research Pvt. Ltd. and the same is awaited for the Financial Year 2023-24.

The Company has taken appropriate insurance policies for all its assets and against all standard risks except earthquakes.

4. HUMAN RESOURCES RISK

The Company's plants are located in Semi-rural area. This creates a challenge firstly in recruiting high level professional skills and secondly in retaining them.

RISK MITIGATION

Company has developed appropriate human resources policies to attract skills and to retain them. Continuous learning represents the cornerstone of the Company's human resource policy. The Company has adopted a progressive human resource policy to meet the aspirations of employees. It organizes training programmes and motivates its employees to attain greater efficiency and competence leading to effective retention. Value-centric management helps enhance loyalty. The Company provides various compensation packages and performance-based incentives. The Company is committed to provide equal employment opportunities and working conditions for attracting and retaining best available talent ensuring cosmopolitan workforce and does not make any discrimination on any basis.

5. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company's Internal Control System is aimed at proper utilization and safeguarding of the Company's resources and promoting operational efficiency. The Internal audit function, which is an important tool of Internal control process, is managed Internally by an in house Internal audit department. The Internal audit process reviews the in-system checks, covering significant operational areas regularly. The Company's Audit Committee is responsible for reviewing the audit report submitted by the Internal Auditor department. Suggestions for improvements are considered and the Audit Committee follows up on the implementation of corrective actions. The Audit Committee also invites the statutory and Internal Auditors for regular meetings to ascertain their views on the adequacy of Internal Control Systems. The Audit Committee keeps the Board of Directors informed of its observations from time to time.

THE PRIME RESPONSIBILITIES OF THE INTERNAL AUDIT DEPARTMENT ARE:

1. Coordination with various departments for planning and executing audit work, discussion of draft audit reports with the auditee, obtain their comments on each observation, placing the audit report to the Audit Committee and following up on the implementation of decisions taken by the Committee.
2. Presenting a detailed audit programme for next year to the Audit Committee for approval at the beginning of the year.
3. Conducting regular audits as per the scope and timeline approved by the Audit Committee.

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4. Carrying on special investigations as per the request of management and submission of the report to the management and the Audit Committee.

D) WHISTLE BLOWER POLICY / VIGIL MECHANISM

A Vigilance Committee has been constituted by the Board of Directors as per statutory provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, of the Listing Agreement i.e. every listed company or such class or classes of Companies, as may be prescribed, to establish a vigil mechanism and formulate a whistle blower policy for Directors and employees to report genuine concerns in such manner as may be prescribed, to report concerns about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or ethics policy which is applicable from 1st October, 2014.

The vigil mechanism under sub-section (9) of Section 177 of the Companies Act, 2013, shall provide adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases, provided that the details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.

E) THERE HAVE BEEN NO INSTANCES OF NON-COMPLIANCE, PENALTIES, STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGE OR SEBI OR ANY STATUTORY AUTHORITY ON ANY MATTER RELATED TO CAPITAL MARKETS DURING THE LAST THREE YEARS.

F. LISTING AGREEMENT/ (LODR) COMPLIANCE:

The Company has fully complied with all the mandatory requirement of SEBI(LODR) Regulations 2015 of the Stock Exchange. The Company has submitted the quarterly compliance status report to the BSE Limited within the prescribed time limit.

F. Adoption of non-mandatory requirements of SEBI (LODR) Regulations, 2015 is being reviewed by the Board from time to time. The Company has adopted non-mandatory requirement of Regulation 15 of SEBI (LODR) Regulations, 2015 viz. (i) Remuneration Committee of the Board which has been constituted to recommend / review the remuneration package for the Executive Directors (ii) Nomination Committee to consider proposals for searching, evaluating and recommending appropriate Independent Directors and Non-Executive Directors to the Board, based on an objective and transparent set of guidelines.

B. SUBSIDIARIES:

The Company does not have any subsidiary.

12. MEANS OF COMMUNICATION:

Newspaper publications: The Company's Quarterly Half yearly/ Annual Financial results are normally published in the "Financial Express in English and "Jansatta" in Hindi, Newspapers. The abstract of Quarterly/Half Yearly/Annual Financial results of the Company are regularly submitted to the BSE Limited, where the shares of the Company are listed.

Website: The Company's financial results are also displayed on the Company's website – www.sirshadilal.com. As per the requirements

of Regulation 29(1)(a) of the SEBI (LODR) Regulation, 2015, all the data related to Quarterly financial results, Shareholding pattern etc. is posted on LISTING BSE and also on the Company's website. The website also provides the basic information about the Company e.g. details of its business, financial information, compliance with Corporate Governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances.

The information provided on the website is being updated regularly. In pursuance of circular bearing no.17/2012 dated 21.04.2012 and 18/2012 dated 29.04.2012 issued by the Ministry, various notices/ documents (including notice calling Annual General Meeting, audited financial statements, Directors' report, Auditors' report, etc.) are being sent to the shareholders through electronic mode to the registered e-mail addresses of the shareholders.

MANAGEMENT DISCUSSION&ANALYSISANOVERVIEW

Company's operations are broadly divided into two business segments i.e. "Sugar" and "Alcohol." The by-product molasses is used in the distilleries for manufacture of alcohol & ethanol. The segment-wise performance has already been reported vide note no. 51 of notes attached to the Annual accounts under report.

Segment-wise detailed management discussion and analysis is stated below:

SEGMENT SUGAR (UNIT – UPPER DOAB SUGAR MILLS)

In the crushing season 2022-23, Sugar unit started crushing on 01.11.2022 and closed on 13.05.2023. The factory crushed 99.83 lac/ quintals of cane at an average recovery of 10.15% producing 10.13 lac / quintals of Sugar in 194 days of working.

The last crushing season 2021-22, Sugar unit started crushing on 08.11.2021 and closed on 16.05.2022. The factory crushed 107.51 lac/ quintals of cane at an average recovery of 9.63% producing 10.35 lac / quintals of Sugar in 190 days of working.

The average cost of cane for the financial year 2022-23 was Rs. 359.96 per quintal as against Rs. 354.17 per quintal for the financial year 2021-22. The average Sugar realization during the financial year 2022-23 was Rs. 3428.10 per quintal as against Rs. 3319.86 per quintal during the financial year 2021-22

SEGMENT ALCOHOL (UNIT SHAMLI DISTILLERY & CHEMICAL WORKS)

During the financial year 2022-23, the distillery produced 205.60lac/ BL of Rectified Spirit (RS) (last year 119.38 lac / BL).During the year 2022-23, fermentation efficiency was 88.85% (last year 89.05), distillation efficiency was 98.03 % (last year 98.57 %). During the year 2022-23, the recovery from C Heavy Molasses was 23.07 AL/ quintal and from B Heavy Molasses 25.10 AL/ quintal (last year 24.11 AL/ quintal).

During the year 2022-23 Distillery unit incurred loss of Rs. 294.47 lacs. (last year profit Rs. 498.46 lacs).

SUGAR PRODUCTION AND CONSUMPTION:

OPPORTUNITIES AND THREATS SUGAR PRICE:

Global sugar industry overview

The global sugar market size reached 177.3 million tonnes in 2022 and is anticipated to reach 196 million tonnes by 2028, exhibiting a



growth rate (CAGR) of 1.64% during 2023-2028. Global production of sugar reached 177.3 million tonnes against 173.5 million tonnes in the previous season. Exports are projected higher as the drop in India is more than offset by higher exports from Brazil and Thailand. During the year under review, the global sugar consumption was estimated at 175.7 million tonnes, as compared to 173.8 million tonnes in 2021-22 on account of growth in markets like China, Indonesia and Russia. Stocks are estimated lower as growth in global consumption exceeds the rise in production. Higher exports from Brazil and Thailand are expected to offset the decline in India. Stocks are expected to remain at a low level as growth in global consumption surpasses production growth. This would lead to a global surplus of 1.6 million tonnes as compared to deficit of 0.3 million tonnes last year

CANE PRICE:

The cane price during the crushing season 2022-23 was Rs 350 per quintal.

OUTLOOK AND CHALLENGES BEFORE THE SUGAR INDUSTRY:

India began the sugar season 2022-23 (October to September) with an opening inventory of around 7.0 MMT (Metric Million Tonnes), restated from 5.5 MMT by Government of India. Sugar production for the current season is estimated at 32.8 MMT, around 3.0 MMT lower than the previous season's production of 35.8 MMT. Current year's production estimate is net of sugar sacrifice of around 4.0 MMT towards Ethanol (last year 3.4 MMT).

Maharashtra, Uttar Pradesh (UP) and Karnataka as usual remains the three largest sugar producing states and are expected to produce ~10.5 MMT, 10.5 MMT and 5.8 MMT of sugar in the ongoing season in comparison to the previous season's production of 13.7 MMT, 10.2 MMT and 6.2 MMT respectively.

The reason for lower production in Maharashtra is owing to higher ratoon crop and uneven distribution of rainfall resulting in lower production. Uttar Pradesh is expected to produce marginally higher sugar than last year on account of higher acreage and better yield.

In Karnataka likewise Maharashtra, lower yield led to lower production. Sugar exports in the current season is expected to be around 6.1 MMT as compared to 11.1 MMT in previous season.

The domestic demand for sugar is expected to be around 28.0 MMT as compared to 27.4 MMT in the previous season. The demand of 28.0 MMT will be a new record for the Indian sugar industry. As a result, the carry forward stock of sugar in the country as on 30th September 2023, is expected to be around 5.7 MMT or around two and half months of consumption.

Domestic sugar prices for UP based millers ranged between R33.00 and R36.00 per kg through the course of the year.

There is worry on monsoon as El Nino fear is looming large across the Indian sub-continent and according to India Meteorological Department (IMD), major region that may get impacted are Maharashtra and partly Karnataka.

However, there is enough availability for domestic consumption post sacrifice for Ethanol which would still warrant the country to export the surplus of sugar in order to maintain the inventory at similar levels.

The Government continued with most of the policies in the current sugar season related to sugar and ethanol that had been announced in the previous years with the objective to support sugar realisations and to ensure that farmers are paid on time.

The following policies were sustained:

SUGAR

- Fair & Remunerative Price (FRP) of sugarcane for the sugar season 2022-23 was revised to R305 per quintal from R290 per quintal in the previous season (linked to a basic recovery of 10.25%).
- State Advised Price (SAP) of sugarcane for the state of Uttar Pradesh for the sugar season 2022-23 was kept same at R350 per quintal (for early maturing variety of sugarcane).
- Central Government announced export quota of 61 Lakh tonnes for the sugar season 2022-23 based on expected production (net of sugar sacrifice for Ethanol) after considering minimum closing inventory of 2.5 months of consumption.
- Duty structure on export and import of sugar remained same as per last year.
- Along with MSP, stock holding limits on mills in the form of maximum monthly sale quotas continued. The policy interventions by the Government have been supportive keeping in mind the health of the sugar sector. Still some measures are of importance to enable the industry to become self-sufficient.
- Increase the Minimum Selling Price (MSP) of sugar (which is a part of policy) to H38 per kg to cover all India average production cost of sugar.

ETHANOL

Ethanol prices are announced annually by the Central Government based on a formula, which factors in the price of sugar and FRP of sugarcane to calculate ethanol procurement prices. Ethanol prices are delinked from crude or petrol prices. Ethanol prices for the supply period from December 2022 to October 2023 were increased to R65.61, R60.73 and R49.41 per BL for ethanol produced from direct cane juice/sugar syrup, B-heavy molasses and C-heavy molasses routes respectively compared to R63.45, R59.08, R46.66 per BL in the previous period (December 2021 to November 2022).

- The pricing methodology for ethanol remained unchanged.
- A lower GST of 5% on ethanol.
- The Oil marketing companies announced differential prices for ethanol produced from damaged/surplus food grains. For the supply period from December 2022 to October 2023 price for ethanol from damaged food grains was raised to R55.54 per BL from R52.92 per BL and price of ethanol from FCI surplus rice was increased to R58.50 per BL from R56.87 per BL in the previous period (December 2021 to November 2022).
- Soft loans are encouraged through banks for Commissioning new distillery capacities or augmentation of existing capacities, which could facilitate higher ethanol production and reduce the sugar surplus through the diversion of B-heavy molasses and direct cane juice/sugar syrup to ethanol as well as for production of Ethanol from damaged/surplus foodgrains.
- In order to increase ethanol blending percentage, more and

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more Ethanol is required to be produced by Sacrificing sugar. To achieve higher sacrifice of sugar, syrup/juice-based Ethanol capacities needs to be Created which requires higher capital investment. For that Ethanol prices to be set right to have desired

level of returns on investment.

14. GENERAL SHAREHOLDERS INFORMATION:

- a) **Annual General Meeting:**
- Date, time and venue of next Annual General Meeting : 25th September, 2023 at 11.00 a.m. (through Video Conference/ other Audio Visual means)
- b) **Financial Calendar (2023–2024) :**
- Financial reporting for the quarter ending upto 14th August, 2023
30th June, 2023
- Financial reporting for the quarter : upto 14th November, 2023
ending 30th September, 2023
- Financial reporting for the quarter : upto 14th February, 2024
ending 31st December, 2023
- Financial reporting for the quarter ending : 30th May, 2024
31st March, 2024
- c) **Date of Books closure :** 19th September, 2023 to 25th September, 2023 (both days inclusive)
- d) **Dividend payment date :** NIL
- e) **Listing on Stock Exchange :** BSE Ltd. 25th Floor, P.J. Tower, Dalal Street, Mumbai – 400 001.
The Company has paid the listing fee to BSE Ltd. for the Financial year 2023-24.
- f) **Stock Code :** 532879 of BSE Ltd.
- g) **Corporate Identity Number (CIN) :** Our Corporate Identity No. is L51909UP1933PLC146675, allotted by the Ministry of Company Affairs, Government of India and our Company Registration No. is 146675. (Old registration number was 9509.)

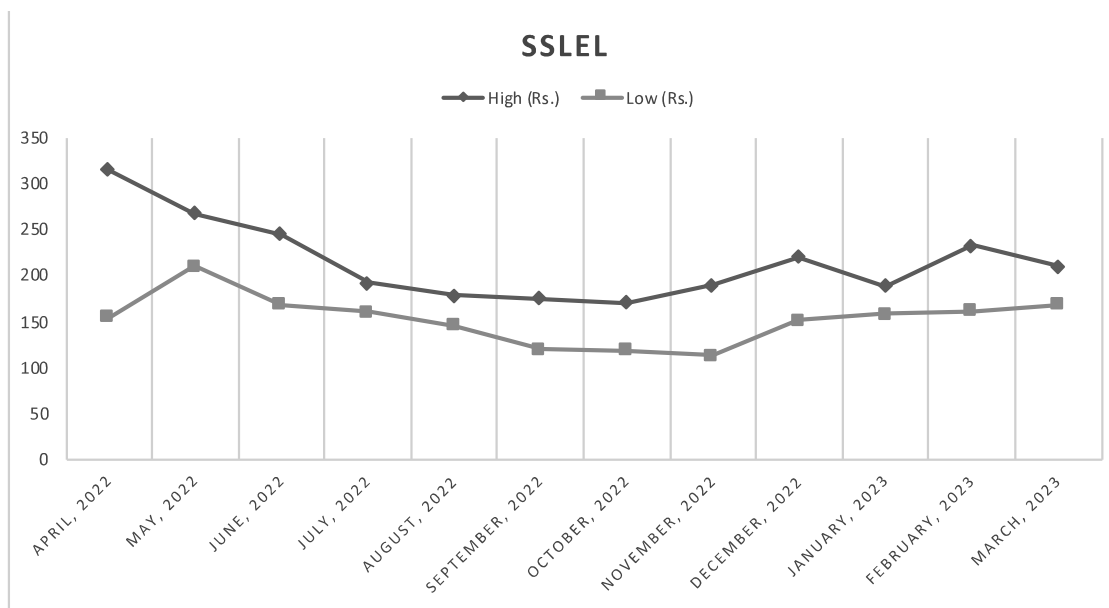
MARKET PRICE DATA:

The Market Price Data and Volume from 1st April, 2022 to 31st March, 2023 on the BSE Ltd, Mumbai is given below:

Month	High (Rs.)	Low (Rs.)
April, 2022	314.95	155.00
May, 2022	267.90	210.45
June, 2022	244.90	168.50
July, 2022	192.00	160.35
August, 2022	178.00	145.05
September, 2022	174.60	120.00
October, 2022	141.00	113.75
November, 2022	137.80	107.05
December, 2022	199.95	117.10
January, 2023	191.05	135.50
February, 2023	142.25	118.35
March, 2023	137.55	118.30



- i) **BSE Sensex, Crisil Index etc:** Performance of share price of the Company in comparison to BSE Sensex during the period 01-04-2022 to 31-03-2023 is given below:



- j) **Registrar & Transfer Agent :** M/s Alankit Assignment Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110 055 have been acting as the Registrar and Share Transfer Agent for shares of the company.

- k) **Share Transfer System :** The transfer of shares in physical form is processed by the Secretarial Department of the Company on the basis of data forwarded by the Share Transfer Agent, M/s Alankit Assignment Ltd. within the prescribed time. The Share Transfer Committee/Board of Directors approves transfer of shares in physical form, transmission of shares, transposition of name, consolidation/split of share Certificates, remat of shares and issue of duplicate share certificates in lieu of the lost/misplaced share certificates. The Share Transfer Committee of the Board of Directors meet as and when required to consider and approve the share transfer transmission applications.

In case of shares in Electronic form the transfers are processed through Share Transfer Agent by NSDL/CDSL through respective Depository participants and the details on a regular basis are placed before the Share Transfer Committee of the Board of Directors.

DISTRIBUTION OF SHAREHOLDING AND SHAREHOLDING PATTERN AS ON 31.03.2023

(I) PAN CONSOLIDATED DISTRIBUTION OF SHAREHOLDING:

Category	Total				Physical		Demat		Both
	Cases	%	Shares	%	Cases	Share	Cases	Share	Total
1-500	2128	86.01	149262	2.84	464	44360	1705	104902	41
501-1000	135	5.46	94109	1.79	46	29192	89	64917	0
1001-2000	83	3.35	118563	2.26	18	23375	65	95188	0
2001-3000	27	1.09	67355	1.28	6	14834	21	52521	0
3001-4000	15	0.61	51794	0.99	1	3492	14	48302	0
4001-5000	17	0.69	77848	1.48	2	8401	15	69447	0
5001-10000	21	0.85	143416	2.73	3	26946	18	116470	0
10001-above	48	1.94	4547653	86.62	6	86105	42	4461548	0
Total	2474	100.00	5250000	100.00	546	236705	1969	5013295	41

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SHAREHOLDING PATTERN:

	Physical Form		Demat Form		Total	
	No. of Shares	(%age)	No. of Shares	(%age)	No. of Shares	(%age)
A. Promoters' Holding						
1. Indian Promoters	-	-	3242884	61.770	3242884	61.770
2. Foreign Promoters	-	-	-	-	-	-
Total (A)	-	-	3242884	61.770	3242884	61.770
B. Non-Promoters Holding						
(i) Institutional Investors						
1. Mutual Funds and UTI	-	-	-	-	-	-
2. Banks, Financial Institutions, Insurance Companies, (Central/State Government Institutions, Non-Government Institutions)	-	-	202	.004	202	.004
3. FIIs	-	-	-	-	-	-
Sub-total (B-i)	-	-	202	.004	202	.004
(ii) Non-Institutional						
1. Private Corporate Bodies	18676	0.355	450383	8.579	469059	8.934
2. Indian Public	215752	4.109	1071935	20.418	1287687	24.527
3. NRIs	2277	0.043	80610	1.536	82887	1.579
4. Clearing Member	-	-	67	0.001	67	0.001
5. Resident HUF	-	-	37133	0.707	37133	0.707
6. IEPF	-	-	129964	2.476	129964	2.476
7. Overseas Corporate Bodies	-	-	117	0.002	117	0.002
Sub Total (B-ii)	236705	4.507	1770209	33.719	2006914	38.226
Total (B)	236705	4.507	1770411	33.723	2007116	38.230
Grand Total (A+B)	236705	4.507	5013295	95.493	5250000	100.00

(m) DEMATERIALIZATION

The Shares of the Company can be held in dematerialized mode with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN No. of the Company is INE 117 H 01019. As on 31.3.2023, 95.49% of the Equity Shares of the company were in dematerialized form and the balance 4.51% shares in physical form.

STATUS OF DEMATERIALIZATION AS ON MARCH 31, 2023

Particulars	No. of Shares	% of Total Capital	No. of Accounts
National Securities Depository Limited	3588549	68.35	1440
Central Depository Services (India) Limited	1424746	27.14	1155
TOTAL DEMATERIALIZED	5013295	95.49	2595
PHYSICAL	236705	4.51	4552
GRAND TOTAL	5250000	100.00	7147

n) Outstanding GDRs/ADRs/ warrants or any convertible Instruments, Conversion Dates and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.



EQUITY SHARES IN THE SUSPENSE ACCOUNT

In terms of Clause 5A(I) of the Listing Agreement, the Company reports the following details in respect of equity shares lying in the suspense account which were issued to the shareholders of the Company:

	Number of shareholders	Number of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2022	141	27524
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	0	0
Number of shareholders to whom shares were transferred from the suspense account during the year	0	0
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2023	141	27524

No share was transferred from the suspense account to the shareholders' accounts, during the year.

The voting rights on the shares outstanding in the suspense account as on March 31, 2023 shall remain frozen till the rightful owner of such shares claims the shares.

p) Plant Location

Address for Correspondence	Registered Office	Share Transfer Agent
	Upper Doab Sugar Mills Shamli- U.P.-247776 Telephones: 01398-250064 Fax: 01398-250032	M/s. Alankit Assignments Ltd., Alankit House' 4E/2, Jhandewalan Extn. New Delhi-110 055 Telephones: 011-23541234, 011-42541234 Fax: 011-42540064

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

- r) **Secretarial Auditor** : As a measure of good Corporate Governance practice, the Board of Directors of the Company appointed M/s Rahul Saini & Co., Company Secretaries, to conduct the Secretarial Audit for the financial year ended March 31, 2023.
- s) **Secretarial Audit for reconciliation of capital** : As stipulated by SEBI, a Practicing Company Secretary carries out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the shares of the Company are listed.
- The said Audit Reports confirm that the total issue / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
15. **Compliance officer** : Mr. Ajay Kumar Jain is the Compliance officer for complying with the requirement of SEBI (LODR) Regulations 2015 with the BSE Limited.
16. **Compliance Certificate of the Auditors** : The Secretarial Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in (LODR) Regulations, 2015 and the same is annexed to the Directors' Report on Corporate Governance.
- The certificate from the Secretarial Auditors will be sent to the listed Stock Exchanges along with Annual Report of the Company.
17. **CEO/CFO Certification** : Pursuant to SEBI (LODR) Regulations, 2015, the CEO/CFO have submitted the desired certificate to the Board of Directors & the same has been taken on record by the Board of Directors in their meeting held on 29.07.2023

For and on behalf of the Board of Directors of
Sir Shadi Lal Enterprises Ltd.

Place: Shamli
Dated: 29th July, 2023

Rajat Lal
(Managing Director)
(DIN 00112489)

Udit Pat Singhania
(Chairman)
(DIN 07984594)



CEO / CFO CERTIFICATION

The Board of Directors
Sir Shadi Lal Enterprises Limited
Shamli- U.P. -247776

Reg.: Financial Statements for the year ended 31st March, 2023—Certification by Managing Director/CEO and Chief Financial Officer

We, Rajat Lal, Managing Director/CEO and Gajendra Kumar Sharma, CFO of Sir Shadi Lal Enterprises Limited, do hereby certify that to the best of our knowledge and belief:

- A. We have reviewed the Balance Sheet as at 31st March, 2023, Statement of Profit & Loss for the year ended on that date along with its Notes, Notes to Accounts and the Cash Flow Statement for the year and that to the best of our knowledge and information, confirm that:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
- ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining Internal Control Systems for financial reporting and that we have evaluated the effectiveness of the Internal Control Systems of the Company pertaining to the financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee of the Company, the following:
- i) Significant changes in Internal control over financial reporting during the year
- ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements
- iii) Instances of significant fraud, of which we have become aware, and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting

Place : Shamli
Dated: 29th July, 2023

Gajendra Kumar Sharma
Chief Financial Officer

Rajat Lal
Managing Director (CEO)



CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Sir ShadiLal Enterprises Limited
Upper Doab Sugar Mills Shamli - U.P. 247776

We have examined the compliance of the conditions of Corporate Governance by Sir Shadi Lal Enterprises Limited (“the Company”) for the year ended 31st March 2023 regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the Company has complied, in all material respects, with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement/Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the state of affairs of the Company.

For Rahul Saini & Co.
Company Secretaries

RAHUL SAINI

Proprietor ACS 16716 C.P. No.7009

Place: Meerut
Date: 29th July, 2023

DECLARATION BY THE CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR

[Regulation 34 (3) read with schedule V (Part D) of the SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015]

I, Rajat Lal Managing Director and CEO of Sir Shadi Lal Enterprises Ltd. here by declare that all the members of Board of Directors and senior management have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management of the Company.

Place: Shamli
Date: 29th July, 2023

Rajat Lal
Managing Director and CEO