



# SIR SHADI LAL ENTERPRISES LTD.

SHAMLI-24776, DISTT SHAMLI (U.P.) ♦ TEL : (01398) 250064, 250082 ♦ FAX : 01398-250032 ♦ E-mail : [udsm\\_shamli@sirshadilal.com](mailto:udsm_shamli@sirshadilal.com)  
CIN : L51909UP1933PLC146675

Website: [www.sirshadilal.com](http://www.sirshadilal.com), Email: [udsm\\_shamli@sirshadilal.com](mailto:udsm_shamli@sirshadilal.com)

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

Date: 04.10.2021

Subject : **Intimation about Circular Resolution**

Date of Circulation: 04.10.2021

Total No. of Item Proposed: Six

Sir Shadi Lal Enterprises Limited – Scrip Code- 532879

Ref: Regulation 30 of SEBI (LODR) Regulations 2015

Dear Sir,

This is to inform you that Notice for following item has been circulated to take Consent of the Board to pass the resolution by way of Circular Resolution;

1. To Approve Appointment of Mr. Udit Pat Singhania as Independent Additional Director
2. To approve the resignation of Sh. Ramesh Chandra Sharma Independent Director and Chairman,
3. To approve appointment of Chairman of the Board of Directors meeting due to resignation of Sh. Ramesh Chandra Sharma , Chairman of the Company
4. To reconstitute audit committee due to resignation of Sh. Ramesh Chandra Sharma and due to sad demise of Sh. Onke Agarwal Independent director of the company on 12.08.2021,
5. To reconstitute Nomination and Remuneration Committee due to sad demise of Sh. Onke Agarwal Independent director of the company on 12.08.2021 and Resignation of Sh. Ramesh Chandra Sharma Independent Director,
6. To approve appointment of Chairman of the Independent Board of Directors meeting due to sad demise of Sh. Onke Agarwal Independent director of the company on 12.08.2021

Kindly take the above information on record.

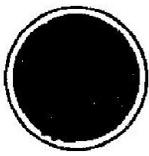
Thanking You,

Yours Faithfully  
For Sir Shadi Lal Enterprises Limited

(Ajay Kumar Jain)  
Company Secretary  
FCS-5826

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UNIT : UPPER DOAB SUGAR MILLS ♦ SHAMLI DISTILLERY & CHEMICAL WORKS  
RECD. OFFICE : UPPER DOAB SUGAR MILLS, SHAMLI - 247776 DISTT. SHAMLI (U.P.)  
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**Circular Board Resolution**

To  
Mr. Rajat Lal  
Managing Director  
Sir Shadi Lal Enterprises Limited  
Upper Doab Sugar Mills  
Shamli

Date: 04.10.2021

Respected Sir,

It is proposed to reconstitute Committees of Board of Directors of the Company due to sad demise of Sh. Onke Aggarwal, Independent Director on 12.08.2021 and Resignation of Sh. Ramesh Chandra Sharma, Independent Director from the Board of Directors and Membership of All Committees of the Board of Directors of the Company w.e.f. 01.10.2021. This cannot wait till the next meeting of the Board of Directors. Accordingly I am sending herewith the following resolutions, in duplicate, which are intended to be passed as a resolution by circulation as provided in section 175 of the Companies Act, 2013 for your kind consideration.

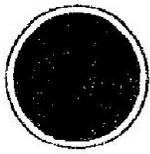
## **1. Appointment of Mr. Udit Pat Singhania As Independent Additional Director**

Present Strength of the Board of Directors is 7 due to sad demise of Sh. Onke Aggarwal, Independent Director on 12.08.2021 and Resignation of Sh. Ramesh Chandra Sharma, Independent Director of the Company w.e.f. 01.10.2021. Every listed public company shall have at least one-third of a total number of directors as independent directors. Any fraction contained in that one-third shall be rounded off as one. Presently there are 2 Independent Directors in the Company. So it is necessary that One Independent Director be appointed in the Company. Nomination and Remuneration Committee in its meeting held on 06.09.2021 had proposed the name of Mr. Udit Pat Singhania as Independent Director. It is proposed to appoint Mr. Udit Pat Singhania as Independent Additional Director of the Company.

## **DRAFT 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), Consent of the Board be and is hereby accorded, to appoint Mr. Udit pat Singhania as an Additional Director (Non-

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**Executive & Independent)** on the Board of the Company w.e.f. 01.10.2021 to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director to hold office for a term of 5 consecutive years from the date of ensuing general meeting.”

“**RESOLVED FURTHER THAT** Mr. Rajat Lal, Managing Director be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

For / Against  
(Please tick)

.....  
Signature  
(Director)

## 2. RESIGNATION OF INDEPENDENT DIRECTOR

Sh. Ramesh Chandra Sharma, Independent Director of the Company had resigned w.e.f. 01.10.2021. The Board of Directors are requested to Approve their Resignation.

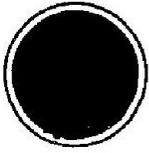
### DRAFT RESOLUTION

“Resolved that Resignation of Sh. Ramesh Chandra Sharma, Independent Director of the Company be & is hereby accepted w.e.f. 01.10.2021.

**RESOLVED FURTHER THAT** Mr. Rajat Lal, Managing Director be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

For / Against  
(Please tick)

.....  
Signature  
(Director)



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### 3. APPOINTMENT OF CHAIRMAN OF THE BOARD OF DIRECTORS MEETING

Mr. Ramesh Chand Sharma was appointed as Chairman of the Board of Directors Meeting in the Board Meeting held on 29.06.2021. Due to his resignation from the Board of Directors, the Post of Chairman is Vacant So it is proposed that Mr. Ravi Malhotra Independent Director be appointed as Chairman. The Board of Directors are requested to approve their appointment.

### DRAFT RESOLUTION

"RESOLVED THAT Sh. Ravi Malhotra, Independent Director of the Company be and is hereby elected as Chairman of the Board of Directors with effect from 01.10.2021 and he shall remain as Chairman unless otherwise decided by the Board of Directors."

For / Against

(Please tick)

.....  
Signature  
(Director)

### 4. RECONSTITUTION OF AUDIT COMMITTEE

As per the provisions of Section 177 of the Companies Act, 2013 all Public Companies satisfying the following conditions shall constitute an Audit Committee:

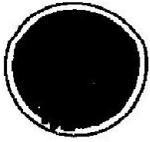
- Listed Company;
- with a paid up capital of ten crore rupees or more;
- Having turnover of one hundred crore rupees or more;
- Having in aggregate, outstanding loans or borrowings or debentures or deposits Exceeding fifty crore rupees or more.

Presently the Audit Committee consists of following members

Sr.	Name of Committee Member	Position
1.	Mr. Ramesh Chandra Sharma	Chairman
2.	Mr. Onke Aggarwal	Member
3.	Mr. Ravi Malhotra	Member
4.	Mr. Tanmay Sharma	Member



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Due to Sad demise of Mr. Onke Agarwal and Resignation of Sh. Ramesh Chandra Sharma from the Directorship of the Company and also membership of Audit Committee, two position is vacant so in compliance with Section 177 of Companies Act, 2013 read with Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulation, 2015) the Company is required to reconstitute Audit Committee. This cannot wait till the next meeting of the Board of Directors. Accordingly I am sending herewith the following resolutions, in duplicate, which is intended to be passed as a resolution by circulation as provided in section 175 of the Companies Act, 2013 for your kind consideration.

## DRAFT RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 177 of the Companies Act, 2013 and Section 177 of Companies Act, 2013 read with Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulation, 2015), the Audit committee of the Company is re-constituted as follows:

### COMPOSITION

Minimum 3 directors with majority Independent further provided that majority including its Chairman shall be persons with ability to read and understand, the financial statement. The Audit Committee shall consist of the following members namely:

Sr.	Name of Committee Member	Position
1.	Mr. Ravi Malhotra	Chairman
2.	Mr. Tanmay Sharma	Member
3.	Mr. Udit Pat Singhania	Member

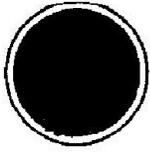
RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director of the company be and is hereby authorized to sign, submit and execute the Agreement and other required applications, letters, documents, deeds and writings and do all such acts, deeds and things as may be required in this regard to implement and give effect to this resolution.

For / Against

(Please tick)

.....  
Signature  
(Director)

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## 5. RECONSTITUTION OF NOMINATION & REMUNERATION/COMPENSATION COMMITTEE

The Board of Directors of the following companies shall constitute Nomination and Remuneration Committee.

1. Every Listed Public Company.
2. The Following Class of Companies
  - All public companies with a paid-up share capital of Rs. 10 crores or more; or.
  - All public companies having turnover of Rs. 100 crore or more; or
  - All public companies which have, in aggregate, outstanding loans, debentures and deposits, exceeding Rs. 50 crore.

Due to Sad demise of Mr. Onke Agarwal and Resignation of Sh. Ramesh Chandra Sharma from the Directorship of the Company and also membership of Nomination and Remuneration Committee, two positions is vacant. so in compliance with Section 178 of Companies Act, 2013 read with Regulation 19 and Part C of Schedule II of SEBI (LODR) Regulation, 2015) the Company is required to reconstitute nomination & remuneration/compensation committee.

This cannot wait till the next meeting of the Board of Directors. Accordingly I am sending herewith the following resolutions, in duplicate, which is intended to be passed as a resolution by circulation as provided in section 175 of the Companies Act, 2013 for your kind consideration.

### DRAFT RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 178 of the Companies Act, 2013 and Section 177 of Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulation, 2015), the nomination & remuneration/compensation committee of the Company be re-constituted as follows:

### COMPOSITION

The nomination & remuneration/compensation committee shall consist of the following members namely:

Sr.	Name of Committee Member	Position
1.	Mr. Tanmay Sharma	Chairman
2.	Mr. Ravi Malhotra	Member
3.	Mr. Udit Pat Singhanian	Member



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RESOLVED FURTHER THAT Mr. Rajat Lal Managing Director of the company be and is hereby authorized to sign, submit and execute the Agreement and other required applications, letters, documents, deeds and writings and do all such acts, deeds and things as may be required in this regard to implement and give effect to this resolution.

For / Against

(Please tick)

.....

Signature  
(Director)

6. **APPOINTMENT OF CHAIRMAN OF THE INDEPENDENT DIRECTORS MEETING**  
Mr. Onke Aggarwal was Chairman of the Independent Directors Meeting. Due to his Sad demise the Post of Chairman is Vacant so it is proposed that Mr. Tanmay Sharma Independent Director be appointed as Chairman of the Independent Director Meeting.

### **DRAFT RESOLUTION**

"RESOLVED THAT Sh. Tanmay Sharma, Independent Director of the Company be and is hereby elected as Chairman of the Independent Directors Meeting with effect from 01.10.2021 and he shall remain as Chairman unless otherwise decided by the Board of Directors."

For / Against

(Please tick)

.....

Signature  
(Director)

You are requested to return the duly signed duplicate copy of the same after indicating your assent or dissent to the proposal under your signatures at the registered office of the company at your early convenience.

Yours faithfully,

for Sir Shadi Lal Enterprises Limited

(Ajay Kumar Jain)  
Company Secretary

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