



SIR SHADI LAL ENTERPRISES LIMITED

BOARD OF DIRECTORS : Shri Onke Aggarwal-Chairman
Shri Rajat Lal-Managing Director
Shri Vivek Viswanathan-Joint Managing Director
Shri Rahul Lal-Executive Director
Shri Hemantpat Singhanian
Shri R.L. Srivastava
Shri R.C. Sharma
Smt. Radhika Viswanathan Hoon

COMPANY SECRETARY : Shri P.K. Goyal

BANKERS : State Bank of India
Punjab National Bank

AUDITORS : Messrs. Basant Ram & Sons,
Chartered Accountants,
A-18, Nizamuddin East,
Murli Marg, New Delhi-110 013

REGISTERED OFFICE : 4-A, Hansalaya, 15, Barakhamba Road,
New Delhi-110 001

MANUFACTURING UNITS : Upper Doab Sugar Mills,
Shamli-247 776 (U.P.)

Unn Sugar Complex,
Block Unn, Distt. Shamli (U.P.)

Shamli Distillery & Chemical Works,
Shamli-247 776 (U.P.)



SIR SHADI LAL ENTERPRISES LIMITED

SIR SHADI LAL ENTERPRISES LIMITED

(Corporate Identity No. L51909DL1933PLC009509)

Regd. Office: 4-A, Hansalaya, 15, Barakhamba Road, New Delhi-110 001

Ph.011-23316409 Email Id pkgoel_udsm@yahoo.com

NOTICE FOR THE 80TH ANNUAL GENERAL MEETING

Notice is hereby given that the 80th Annual General Meeting of the Shareholders of Sir Shadi Lal Enterprises Limited will be held on Monday the 22nd September, 2014 at 11.00 a.m. at P.H.D. House, Opposite Asian Games Village, New Delhi - 110 016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, 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 Smt. Radhika Viswanathan Hoon, (DIN: 06436444) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Sh. Vivek Viswanathan, (DIN: 00141053) 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 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 (Firm Registration No. 000569N), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the eighty third AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket and travelling expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement,

Sh. Onke Aggarwal (DIN: 00141124), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 22nd September, 2014 to 21st September, 2019.”

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 Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sh. R.C. Sharma (DIN: 00023274), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 22nd September, 2014 to 21st September, 2019.”

7. 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 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sh. Hemant Pat Singhania (DIN: 00141096), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 22nd September, 2014 to 21st September, 2019.”



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 accorded to the revision in the remuneration to Sh. Rajat Lal, Managing Director for a period of three year w.e.f. 01.04.2014 to 31.03.2017 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 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 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 accorded to the re-appointment of Shri Vivek Viswanathan (DIN: 00141053) as Joint Managing Director of the Company, for a period of 3 (three) years with effect from 1st January, 2015, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Vivek Viswanathan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER that the Board 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.”

10. 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), Sh. Rishi Mohan Bansal, Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER that the Board of Directors 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.”

11. 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 180 (1) (c) of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors of the company for borrowing from time to time such sums of money as they may deem requisite, for the purpose of the business of the company notwithstanding that moneys to be borrowed together with moneys already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) shall exceed the aggregate of the company paid-up capital of the company and its free reserves, i.e. to say, reserves not set apart for any specific purpose, provide that the total amount upto which moneys may be so borrowed by the Board of Directors shall not exceed a sum of Rs. 500 Crores (Rupees Five hundred Crores only) at any time.”

12. 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 108 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ to create such charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board May deem fit, together with power to take over the management and concern of the Company in certain events, in favour of Banks/Financial Institutions and/or other Lenders to secure borrowings from time to time provided that the aggregate of borrowings so secured shall not exceed Rs. 500 Crores (Rupees Five hundred Crores only) outstanding at any time exclusive of interest, additional interest, compound interest, liquidated damages, commitment charge, premia on prepayment or on redemption, costs, charges, expenses and

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all other monies payable by the company in respect of such borrowings.”

“RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Board be and is hereby authorized and empowered to finalize, settle and execute requisite agreements, documents, deeds, indemnities, guarantees, declarations or other legal undertaking and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charges as aforesaid.”

By order of the Board

Place : New Delhi
Dated : 2nd August, 2014

P.K. Goyal
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (“Meeting”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The Proxy form duly completed and signed, in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the Meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In terms of Article 98 of the Articles of Association of the Company, read with section 152 of the Companies Act, 2013 Smt. Radhika Viswanathan Hoon and Sh. Vivek Viswanathan, Directors, retire by rotation at this meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommends their re-appointment.
5. As per Clause 49 of the Listing Agreement with Stock Exchanges, the brief resume and functional expertise of directors proposed for appointment/re-appointment are annexed to this notice along with the details of the Companies in which they are Directors and the Board Committees of which they are members.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from the 16th September 2014 to the 22nd September, 2014 (both days inclusive).
8. Shareholders are requested to intimate to the Company/Registrar and Transfer Agent, M/s Alankit Assignments Limited, change if any, in their registered addresses.
9. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
11. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or to the Share Transfer Agents of the Company, M/s Alankit Assignments Limited, to enable it to consolidate their holdings in one folio.
12. Members are requested to bring their copies of the Report and Accounts to the meeting.
13. Members, who hold shares in dematerialized form, are requested to bring their depository account number (Client ID No.) for easier identification and recording of attendance at the meeting.
14. Members who require any information about the accounts to be explained in the meeting are requested to inform the Company about their intended query at least seven days in advance of the meeting.
15. Pursuant to Section 205A of the Companies Act, 1956, all unpaid/unclaimed dividends declared for and up to the accounting period ended 31st March 1995 have been transferred to the General Revenue Account of Central Government. Members, who have not yet encashed their dividend warrants for the said period, are requested to claim the amount from the Registrar of Companies, National Capital Territory of Delhi & Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110 019.
16. Pursuant to Section 205A and 205C of the Companies Act, 1956, unpaid/ unclaimed dividends for the year 1995-96, 1996-97, 1997-98, 1998-99, interim and final dividend of 1999-2000, 2000-2001, 2001-2002, 2003-04, 2004-05 & 2005-06 have been transferred by the Company to “Investor Education & Protection Fund”(IEPF) constituted by the Central Government under Section 205A and 205C of the Companies Act, 1956. Further, under the amended provisions of Section 205B of the Companies Act, 1956, no claim shall lie for the unclaimed Dividend from IEPF by the shareholders. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 23rd September, 2013 (date of last Annual General Meeting) on the website of the Company (www.sirshadilal.com).



17. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, dividend for the financial year ended 31st March, 2010 which remain unclaimed for a period of seven years will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956 as detailed below:

Financial Year	Date of Declaration of Dividend	Due date for the transfer to IEPF
2009-10	24.09.2010	30.10.2017

Shareholders who have not so far encashed/claimed their dividend warrants for the financial year 2009-2010 are requested to approach the Company for re-validation of dividend warrants or for obtaining duplicate dividend warrants. Shareholders are requested to note that no claim shall lie against the company or the said fund in respect of any amounts, from the aforementioned respective date of transfer.

18. Section 72 of the Companies Act, 2013, has extended nomination facility to individuals holding shares in Companies. Shareholders, in particular, those holding shares in single name, are requested to avail of the above facility by furnishing to the company Form SH-13. Shareholders may please write to the company for the prescribed Nomination Form SH-13.
19. The Securities and Exchange Board of India (SEBI) has mandated that the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agent, M/s Alankit Assignments Limited.
20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
21. Entry to the Auditorium will be strictly against entry slip available at the counters at the venue against exchange of Attendance Slip. Photocopy of the Attendance Slip will not be entertained.
22. For the security and safety of the Shareholders, no articles/baggage will be allowed at the venue of the meeting. The Members/Attendees are strictly requested not to bring any article/baggage etc. at the venue of the meeting.
23. Annual Report is also available at the website of the Company at www.sirshadilal.com in the Investors Relations section.
24. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for

Members whose e-mail addresses are registered with the Company/Depositories):

- Open the e-mail and also open PDF file namely "SSLEL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder - Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Sir Shadi Lal Enterprises Limited. Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sunil.jain.sk@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.

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- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:**
- i. The e-voting period commences on not less than day, not more than 3 days 16th September, 2014 (9.00 a.m. IST) and ends on 18th September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 11th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 11th August, 2014.
 - iii. Sh. S.K. Jain Prop. Sunil K. Jain & Associates Company Secretaries, (Membership No. FCS 4089), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sirshadilal.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the eightieth AGM of the Company on 22nd September, 2014 and communicated to the DSE Limited and BSE Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

(Explanatory statement under Section 102 (1) of the Companies Act, 2013)

ITEM NO. 5 to 7

Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for the appointment of Independent Directors by a listed company.

It is proposed to appoint Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years from 22nd September, 2014 to 21st September, 2019.

Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount proposing the candidatures of each of Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian for the office of Directors of the Company.

The Company has also received declarations from Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian are independent directors of the Company.

Brief resume of Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian are interested in the resolutions set out respectively at Item Nos. 5, 6 and 7 of the Notice with regard to their respective appointments.

The relatives of Shri Onke Aggarwal, Shri R.C. Sharma and Shri Hemant Pat Singhanian may be deemed to be interested in the resolutions set out respectively at Item Nos. 5, 6 and 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 5, 6 and 7 of the Notice for approval by the shareholders.

ITEM NO. 8

Sh. Rajat Lal was appointed as Managing Director of the Company by the Shareholders in their meeting held on 23.9.2013 at a Salary of Rs.85,000 per month and perquisites and commission on profits for a period of 5 years w.e.f. 1.4.2014 on the terms and conditions as specified in the explanatory statement of resolution No.8 of notice of Annual General Meeting held on 23.9.2013. Sh. Rajat



Lal was drawing salary of Rs. 1,00,000 per month and perquisites at the time of his re-appointment which was approved by the shareholders in AGM held on 17.9.2008 but at the time of his re-appointment in the last AGM held on 23.9.2013, as per effective capital of the Company as on 31.3.2013, the salary of Sh. Rajat Lal was reduced to Rs. 85,000 per month and perquisites as per Schedule XIII of the Companies Act, 1956.

Now, as per Schedule V of the Companies Act, 2013, Company may pay remuneration upto Rs.30 Lacs to a managerial person where the effective capital of the Company is negative or less than Rs. 5 Crores.

Sh. Rajat Lal has been discharging responsibilities of the office of the Managing Director successfully and efficiently. Keeping in view of the salary structure of managerial personnel in the industries and present salary in the sugar industries, the Nomination and Remuneration Committee of Directors and Board of Directors have approved the revision in salary of Sh. Rajat Lal, Managing Director for a period of three years w.e.f. 01.04.2014 to 31.03.2017 on the terms and conditions of appointment and remuneration including commission and perquisites as under:-

Name	: Sh. Rajat Lal
Designation	: Managing Director
Tenure of Office	: 01.04.2014 to 31.03.2019
Salary per Month	: Rs.1,20,000
Commission	: 4.5%
Perquisites	

Part A

Housing	: 60% of the salary
Gas, Electricity & Water	: 5% of the salary
Medical Reimbursement	: Expenses incurred for self and family, subject to a ceiling of one month salary per year or 3 months salary in a period of 3 years.
Personal Accident Insurance	: Premium not to exceed Rs. 10,000 per year.

Part B

Company's contribution towards Provident Fund/ Superannuation fund	: Company contribution towards Provident Fund @ 12% of salary and Superannuation Fund @ 15% of salary.
Gratuity	: As per rules of the Company
Encashment of Leave	: As per rules of the Company

PART C

- 1) **Car:** Provision of a chauffeur driven car for office use.
- 2) **Telephone:** Free telephone facility at residence, personal long distance calls to be paid by him.
- 3) **Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

Payments in Part-C will not be considered as perquisites for the purpose of ceiling under Sections 197 of the Companies Act, 2013.

OTHER TERMS APPLICABLE TO THE APPOINTMENT & MINIMUM REMUNERATION:

1. He will not be paid any "Sitting fee" for attending the meetings of the Board of Directors or Committee's thereof.
2. The Board/'Nomination and Remuneration Committee' may revise the existing terms or allow any other facilities/perquisites, from time to time, within the overall ceiling.
3. In the event of absence or inadequacy of profits in any financial year, he will be paid the above remuneration excluding commission as minimum remuneration, subject to the overall ceilings laid down in Section-II of Part-II of Schedule V. (In that event, contribution to Provident Fund and Superannuation Fund to the extent these are exempted under the Income-Tax Act, 1961 and gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites).
4. The appointment may be terminated by either party by giving six calendar month's notice in writing or lesser notice as may be agreed to.

In the event of termination of the appointment by the Company, he will be entitled to receive compensation in accordance with the Provisions of section 191 & 202 of the Companies Act, 2013.

The Company has not defaulted in debt servicing. Hence, the proposed remuneration could be sanctioned by the shareholders, without need for the approval of Central Government, by way of special resolution. Statement containing prescribed information for this purpose is furnished hereunder.

Memorandum and Articles of Association, relevant resolutions passed by the Nomination and Remuneration Committee and the Board and the written memorandum setting out the terms of revision of salary of Managing Director vide Section 190 (1) (b) are available for inspection by members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day.

Sh. Rajat Lal and Sh. Rahul Lal are interested in the resolution.

The above may be treated as a written memorandum setting out the terms of revision of salary of Shri Rajat Lal under Section 190 of the Act.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the revision in salary of Sh. Rajat Lal, Managing Director of the Company.

Statement containing required information as per Part II of Section II of Schedule V of the Companies Act, 2013

I. General Information:

- (1) Nature of industry : Manufacture of Sugar and all kind of Alcohol
- (2) Date or expected date of commencement of commercial production : 26.06.1933

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- (3) In case of new companies, : N.A.
expected date of
commencement of
activities as per project
approved by financial
institutions appearing in
the prospectus

(4) Financial performance based on given indicators: (Rs. in Lakhs)

Particulars	2013-14	2012-13	2011-12
Total Income	47012.19	42937.72	37615.53
Loss before providing for exceptional item and Depreciation	6172.95	604.23	4453.11
Exceptional Item	423.09	456.24	-
Cash Loss	5749.86	147.99	4453.11
Provision for depreciation as per Companies Act	767.98	893.67	1054.40
Loss before tax	6517.84	1041.66	5507.51
Current tax	106.18	-	40.00
Deferred Tax Assets	2154.89	116.25	1609.54
Net Loss	4256.77	925.41	3937.97
Net Worth	(2203.69)	2053.08	2978.49

- (5) Foreign investments or : N.A.
collaborations, if any.

II. Information about the appointee:

- (1) Background details : Shri Rajat Lal, aged 55 years, is B.Com., B.S.(U.S.A.), M.B.A. (U.S.A.). Sh. Rajat Lal was appointed as the Joint Managing Director of the Company by the shareholders of the Company in their meeting held on 27.05.1999 for a period of 5 years w.e.f. 01.04.1999. Sh. Rajat Lal was appointed as the Managing Director of the Company by the shareholders of the Company in their meeting held on 25.09.2003 for a period of 5 years w.e.f. 01.04.2004. He was re-appointed as Managing Director of the Company by the shareholders of the Company in their meeting held on 17.09.2008 for a further period of 5 years w.e.f. 01.04.2009.

(2) Past remuneration :

Name of the Director	Financial Year	Category	Salary (Rs.)	Perquisites (Rs.)	Commission (Rs.)	Total (Rs.)	Service Contract/ Notice period/ Severance fees
Sh. Rajat Lal, Managing Director	2013-14	Executive	1200000	1255406	-	2455406	Contractual
	2012-13	Executive	1200000	1146065	-	2346065	Contractual
	2011-12	Executive	1200000	1140843	-	2340843	Contractual

- (3) Recognition or awards : N.A.

- (4) Job profile and his : Sh. Rajat Lal has been discharging

suitability

responsibilities of the office of the Managing Director successfully and efficiently for last more than two decades.

- (5) Remuneration proposed : As set out in the Statement under Section 102 (1) of the Companies Act, 2013.

- (6) Comparative remuneration : Considering the profile and experience of Sh. Rajat Lal and current trend of compensation package in Sugar Industry and other Corporate, the remuneration proposed is in line with comparable remuneration levels in the industry.

- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. : Sh. Rajat Lal holds 938232 equity shares in the Company. Other than the remuneration stated above, he has no pecuniary relationship directly or indirectly with the Company. Sh. Rahul Lal, Executive Director of the Company, managerial personnel in the Company is a relative of him.

III. Other information:

- (1) Reasons of loss or inadequate profits : Sugar industry is intrinsically cyclical with huge swings in production between years. Sugar price precariously fall both in the global and local markets during glut in supply. Since sugar and sugarcane are essential commodities and politically sensitive, they are subject to State intervention like arbitrary cane price fixation as against Fair and Remunerative Price of Central Government. The Company has suffered losses in last four financial years due to less early variety cane, lower sugar recovery and higher cost of production as against unviable sugar sales realization.

- (2) Steps taken or proposed to be taken for improvement : Company has signed MOU with Indian Institute of Sugarcane research, Lucknow and made action plan and sugar cane development programme for unit Upper Doab Sugar Mills for one year duration from March 2014 to March 2015 under following activities:

1. Varietal replacement
2. Demonstration of sugarcane production technologies.



3. Soil analysis and development of soil fertility map.
 4. Technical advisory service to enrich the biocompost.
 5. Technical support for establishment of bio-control laboratory.
 6. Advisory service for monitoring and management of major insect pests such as white grub, top borer etc. and diseases of sugarcane.
 7. On farm trial of farm machineries developed by IISR.
 8. Training to the mill officials, development staff and providing technical input in organizing field days/Kisan Gosthis by sugar mill in the command area.
- (ii) details of fixed component and performance linked incentives along with the performance criteria; N.A.
- (iii) service contracts, notice : The appointment is for five years. period, severance fees; The appointment may be terminated by either party by giving six calendar month's notice in writing or lesser notice as may be agreed to. In the event of termination of the appointment by the Company, he will be entitled to receive compensation in accordance with the Provisions of section 191 & 202 of the Companies Act, 2013.
- (iv) stock option details, if : N.A.
any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.

To encourage farmers to do autumn planting on a large scale for facilitating multiple cropping which would in turn maximize their returns and would result in better recovery.

Company is installing equipment for saving in steam, power consumption and better operational efficiencies.

- (3) Expected increase in productivity and profits in measurable terms. : The Company maintains commendable control over its operations that are however subject to climatic challenges, State intervention for fixing sugar cane price on linkage to sale realization formula.

IV. Disclosures:

The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the financial statement:-

- (i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the whole time directors for the financial year 2013-14, are as under.

S. No.	Name of the Director	Category	Salary (Rs.)	Perquisites* (Rs.)	Commission (Rs.)	Total (Rs.)	Service Contract/ Notice period/ Severance fees
1.	Sh. Rajat Lal, Managing Director	Executive	1200000	1255406	-	2455406	Contractual**
2.	Sh. Vivek Viswanathan, Joint Managing Director	Executive	1080000	1062998	-	2142998	Contractual**
3.	Sh. Rahul Lal, Executive Director	Executive	540000	530979	-	1070979	Contractual**
	Total		2820000	2849383	-	5669383	

ITEM NO. 9

Shri Vivek Viswanathan, aged 44 years, graduated with a B.A. (Hons) degree in History from St. Stephen's College, Delhi University in 1992. He subsequently acquired an MBA degree from the International Management Institute (IMI), New Delhi in 1995. 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. Mr. Viswanathan also earned a Masters Degree in International Affairs (MIA), with specialization in International Finance and Business from Columbia University, New York in 2005. After the sad demise of Ms. Rupa Lal, Mr. Vivek Viswanathan was taken in the active management of the Company w.e.f. 1st January, 2005 as Whole-time Director. He was re-appointed as Joint Managing Director for a further period of five years w.e.f. 01.01.2010 till 31.12.2014 in the Annual General Meeting held on 22.09.2009.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Board of Directors in their meeting held on 12.07.2014 reviewed that Mr. Viswanathan is highly qualified and have experience of more than 13 years in the management of the company. Shri Vivek Viswanathan has been discharging responsibilities of the office of Joint Managing Director efficiently. Therefore, the Nomination and Remuneration Committee of Directors and Board of Directors have approved to re-appoint Sh. Vivek Viswanathan as Joint Managing Director for a further period of three years w.e.f. 01.01.2015 to 31.12.2017 on the terms & conditions and remuneration including commission and perquisites as set out hereunder:

- (a) **Salary** : Rs.1,10,000 per month.
- (b) **Commission**: Remuneration by way of commission will also be allowed subject to the limits of total remuneration as laid down in section 197 read with Schedule V of the Companies Act, 2013 subject to the maximum of 4.5% of the net profits as reduced by the amount paid to him by way of salary and perquisites.

CONTD.....



- (c) **Perquisites:** Shri Vivek Viswanthan, Joint Managing Director will be entitled to the following perquisites in addition to the above remuneration:-

PART-A:

- 1) **Housing :** 60% of the salary.
- 2) **Gas, Electricity & Water :** 5% of the salary.
- 3) **Medical Reimbursement :** Expenses incurred for self and family, subject to a ceiling of one month's salary per year or three months salary in a period of three years.
- 4) **Personal Accident & Medi-claim Insurance:** Premium not to exceed Rs.10,000/- per year.

PART -B:

- 1) **Company's contribution:** towards Provident Fund @ 12% of Salary and Superannuation Fund @ 15% of Salary.
- 2) **Gratuity:** As per Rules of the Company.
- 3) **Encashment of leave:** As per rules of the Company, leave accumulated but not availed of during his tenure may be allowed to be encashed as per rules of the Company.

PART-C:

- 1) **Car:** Provision of a chauffeur driven car for office use.
- 2) **Telephone:** Free telephone facility at residence, personal long distance calls to be paid by him.
- 3) **Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

Payments in Part-C will not be considered as perquisites for the purpose of ceiling under Sections 197 of the Companies Act, 2013.

OTHER TERMS APPLICABLE TO THE APPOINTMENT & MINIMUM REMUNERATION:

1. He will not be paid any "Sitting fee" for attending the meetings of the Board of Directors or Committee's thereof.
2. The Board/'Remuneration Committee' may revise the existing terms or allow any other facilities/perquisites, from time to time, within the overall ceiling.
3. In the event of absence or inadequacy of profits in any financial year, he will be paid the above remuneration excluding commission as minimum remuneration, subject to the overall ceilings laid down in Section-II of Part-II of Schedule V (In that event, contribution to Provident Fund and Superannuation Fund to the extent these are exempted under the Income-Tax Act, 1961 and gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites).
4. The appointment may be terminated by either party by giving six calendar month's notice in writing or lesser notice as may be agreed to. In the event of termination of the appointment by the Company, he will be entitled to receive compensation in accordance with the Provisions of section 191 & 202 of the Companies Act, 2013.

Shri Vivek Viswanathan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Vivek Viswanathan under Section 190 of the Act.

Brief resume of Shri Vivek Viswanthan, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Company has not defaulted in debt servicing. Hence, the proposed remuneration could be sanctioned by the shareholders, without need for the approval of Central Government, by way of special resolution. Statement containing prescribed information for this purpose is furnished hereunder.

Memorandum and Articles of Association, relevant resolutions passed by the Nomination and Remuneration Committee and the Board and the written memorandum setting out the terms of appointment of Joint Managing Director vide Section 190 (1) (b) are available for inspection by members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day.

Shri Vivek Viswanthan and Smt. Radhika Viswanathan Hoon being related are interested in this resolution.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend appointment of Shri Vivek Viswanthan as the Director and the Joint Managing Director of the Company.

Statement containing required information as per Part II of Section II of Schedule V of the Companies Act, 2013

I. General Information:

- | | |
|---|--|
| (1) Nature of industry | : Manufacture of Sugar and all kind of Alcohol |
| (2) Date or expected date of commencement of commercial production | : 26.06.1933 |
| (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | : N.A. |