

**SIR SHADI LAL ENTERPRISES LIMITED**

Board of Directors	:	Shri Ramesh Chandra Sharma – Chairman (DIN No. 00023274) Shri Rajat Lal – Managing Director (DIN No. 00112489) Shri Vivek Viswanathan – Joint Managing Director (DIN No. 00141053) Shri Rahul Lal – Executive Director (DIN No. 06575738) Shri Hemantpat Singhania – Non Executive Independent Director (DIN No. 00141096) Shri Onke Aggarwal – Non Executive Independent Director (DIN No. 00141124) Smt. Radhika Viswanathan Hoon – Non Executive Director (DIN No. 06436444) Shri Ajit Hoon – Non Executive Director (DIN No. 00540300)
BANKERS	:	State Bank of India Punjab National Bank
AUDITORS	:	M/S M. Sharan Gupta & Co. (Appointed w.e.f. 14.03.18) D-132, Batla Apartments, 43-I.P. Extension, Patparganj, Delhi – 110 092
REGISTERED OFFICE	:	4 – A, Hansalaya, 15, Barakhamba Road, New Delhi – 110 001
MANUFACTURING UNITS	:	Upper Doab Sugar Mills, Shamli – 247 776 (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, Fax No. : 011-23722193 Email Id udsm_shamli@sirshadilal.com, Website : www.sirshadilal.com

NOTICE FOR THE 84TH ANNUAL GENERAL MEETING

Notice is hereby given that the 84th Annual General Meeting of the Shareholders of Sir Shadi Lal Enterprises Limited will be held on Monday, the 24th September, 2018 at 11.00 a.m. at P.H.D. House, 4/2, Siri Institutional Area, August Kranti Marg, Opposite Asian Games Village, New Delhi - 110 016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the finance 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 Vishwanathan 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, 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 M.SHARAN GUPTA & CO., Chartered Accountants, (Firm Registration No 06430N) office at D-132 Batla Apartments 43- I P Extension Patparganj Delhi 110092 be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (84th Annual General Meeting) till the conclusion of the 88th Annual General Meeting of the Company to be held in the year 2022, 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.”

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 audit committee to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2019 be and is hereby ratified and approved.”

“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”.

6. 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 Executive Director of the Company for a further period of Five years w.e.f. 01.07.2018 to 30.06.2023 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.”

7. 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 at arm length basis made by the Company for unsecured loan of Rs.5 Crores each from Managing Director and Joint Managing Director for completion of Sugar expansion Project in time. The amount of Interest on the Loan Amount shall be 9.50% per annum on quarterly rests on reducing quarterly basis.”

MEMBERS MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

By order of the Board

Ajay Kumar Jain
Company Secretary
FCS-5826

Place : New Delhi
Dated : 23rd July, 2018

**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/herself 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 Sh. Vivek Vishwanathan and Smt. Radhika Vishwanathan Hoon, 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 Regulation 26(4) and 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2), 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 12th September 2018 to the 24th September, 2018 (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 financial year 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, 2009-10 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. 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 26th September, 2017(date of last Annual General Meeting) on the website of the Company (www.sirshadilal.com).

The Central Government has notified the constitution of Investor Education and Protection Fund Authority with effect from 7th September 2016 and in terms of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer And Refunds) Rules, 2016 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules"), the Company has transfer not only the unclaimed dividends but also the equity shares in respect of which dividends are not claimed for the continuous period of seven years by any shareholder, to the IEPF Demat A/c as identified by the IEPF Authority. Any Shareholder who want to get refund the shares can claim the same by applying to the Investor Education and Protection Fund Authority on their website at www.iepf.gov.in/IEPFA/refund.html Members compile only one consolidated claim in a Financial Year as per the IEPF Rules.

17. 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.
18. 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 or Registrar and Transfer Agent, M/s Alankit Assignments Limited. As per SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20.04.2018 PAN and Bank details are mandatory to provide to RTA. Members are requested to provide the same to their Depository Participants with whom they are maintaining their demat accounts

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19. Members are requested to provide us the following information which is mandatory to maintain the Register of Members pursuant to provision of section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014, Email ID, CIN/Registration No., Unique Identification No., Father's/Mother's/Spouse's Name, Status, Occupation, PAN No., in case member is a minor, name of the guardian, Date of Birth of minor, details of membership, date of becoming member, date of declaration under section 89, if applicable.
 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 Companies Act, 2013 and the Rules framed there under, 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):
 - i. 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.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v. 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.
 - vi. 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.
 - vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii. Select "EVEN" (E-Voting Event Number) of Sir Shadi Lal Enterprises Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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.
 - xiii. 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):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - 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 21st September, 2018 (9.00 a.m. IST) and ends on 23rd September, 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 17th September, 2018, 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 17 September, 2018 .
 - iii. Shri Sunil K. Jain, Prop. Sunil K. Jain & Associates, Practicing Company Secretaries (Membership No. FCS 4089; C.P.No.4079), 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 the 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 84th AGM of the Company on and communicated to the BSE Limited, where the shares of the Company are listed.

ANNEXURE TO NOTICE

(Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 4

Mr. M. S. Gupta- Proprietor M/s M. Sharan Gupta & Co. was appointed as Statutory Auditors of the Company by Circular Board resolution dated 14.03.2018, due to sad demise of Mr. Jugal Kishore Chadha, Proprietor M/s Jugal Kishore & Associates, Statutory Auditors of the Company on 3rd March 2018. His period of office expires at the ensuing Annual General Meeting.

As per provisions of the Companies Act, 2013 M/s M. Sharan Gupta & Co. (Registration No.06430N) Chartered Accountants can be reappointed as Statutory Auditors of the Company for a further period of 4 Years. The Company has received consent letter from Mr. M.S. Gupta-Proprietor M/s M.Sharan Gupta & Co. for appointment as Statutory Auditors of the Company.

The Board of Directors hereby recommends for reappointment of the Statutory Auditors of the Company. The members are requested to approve the appointment of M/s M. Sharan Gupta & Co. Chartered Accountants as Statutory Auditor of the Company, subject to such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors for the year 2018-19 onward.

Present Remuneration of Statutory Auditors

Audit Fee	: Rs. 3,30,000/-
Certification fee	
Review of Quarterly/ Half Yearly Results	: Rs. 20,000/- per Certificate

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 as per the following details:

Remuneration of Cost Auditor

For the product "Sugar"

for Upper Doab Sugar Mills

Cost Audit Fee	Rs. 30,000
(inclusive of all incidental and traveling expenses)	per annum

For the product "Industrial Alcohol" for Shamli Distillery & Chemical Works

Cost Audit Fee	Rs. 20,000
	per annum

Extra Travelling Expenses and
Incidental Expenses
for attending Audit Committee/
Board Meeting(s)

Actual
Rs. 2,000
per day

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board of Director in their meeting held on 26.05.18 on the recommendation of Nomination and Remuneration Committee had approved reappointment of Sh. Rahul Lal for a period of 5 years from 01.07.18 to 30.06.23 on the terms and conditions of appointment and remuneration including commission and perquisites as under:-

PART A:

Salary Per Month	: Rs. 63,000/-
Commission	: 1% of the net profits as reduced by the amount paid to him by way of salary and perquisites.
House Rent Allowance	: 60% of the salary
Gas, Electricity & Water charges	: 5% of the salary
Medical Reimbursement	: Expenses incurred for self & family, subject to a ceiling of one month salary per year or five months salary in a period of five years.
Personal Accident Insurance	: Premium not to exceed and Mediclaim Insurance Rs.10,000 per year

PART B:

Company's contribution	: Towards Provident Fund @12% of Salary and Superannuation Fund @15% of Salary.
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Gratuity : As per Rules of the Company.

Encashment of leave : As per Rules of the Company.

PART C:

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

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

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SIR SHADI LAL ENTERPRISES LIMITED

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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.

Sh. Rahul Lal 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 Sh. Rahul Lal under Section 190 of the Act.

Brief resume of Sh. Rahul Lal, 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 Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), are provided in the Corporate Governance Report forming part of the Annual Report.

The Company has not defaulted in debt servicing. Hence, the proposed re-appointment 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 Executive 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 Rahul Lal and Sh. Rajat Lal 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 reappointment of Shri Rahul Lal as Executive 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 of commencement of commercial production	:	26.6.1933
(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.

(4) Financial performance based on given indicators

Particulars	2017-18	2016-17	2015-16
Total Income	39987.79	42232.18	28980.50
Profit/ (Loss) before providing for exceptional item and Depreciation	(1987.01)	2013.69	(70.70)
Exceptional Item	0	0	0
Cash Profit / (Loss)	(1987.01)	2013.69	(70.70)
Provision for depreciation as per Companies Act	397.96	173.77	157.41
Profit/ (Loss) before tax	(2384.97)	1839.92	(228.11)
Current tax	0	0	0
Deferred Tax Assets	0	0	0
Other Comprehensive Income	(359.40)	(13.85)	12.72
Net Profit/ (Loss)	(2744.37)	1826.07	(215.39)
Net Worth	(6431.46)	(3687.09)	(5513.16)

(5)	Foreign investments or collaborations, if any.	:	N.A.
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II. Information about the appointee:

(1)	Background details	:	Shri Rahul Lal is the Son of Sh. Rajat Lal, Managing Director of the Company. Born on 18.07.1989, aged about 29 years. He has done his Graduation (B.Com.) from Delhi University in 2011. He has completed his MBA from New Haven University, USA. He has 16 months experience with M/s KPMG, Mumbai, Earnest & Young, Gurgaon, J.P. Morgan, Mumbai and as Management Trainee with our Company. He is the Director of the Company since 27.04.2013 and appointed as Executive Director w.e.f. 01.07.2013.
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**(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. Rahul Lal, Executive Director	2017-18	Executive	296226	282662	-	578888	Contractual
	2016-17		720000	693880	-	1413880	Contractual
	2015-16		720000	691804	-	1411804	Contractual

(3)	Recognition or awards	:	N.A.
(4)	Job profile and his suitability	:	The Board of Directors on the recommendations of the Remuneration Committee of Directors in their meeting held on 30.5.2013 had appointed Sh. Rahul Lal as Executive Director for a period of five years w.e.f. 1.7.2013. Sh. Rahul Lal has done his graduation (B.Com.) from Delhi University in 2011. He has completed his MBA from New Haven University, USA. He has 16 months experience with M/s KPMG, Mumbai, Earnest Young, Gurgaon, J.P. Morgan, Mumbai
(5)	Remuneration proposed	:	As set out in the Statement under Section 102 (1) of the Companies Act, 2013.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	:	Considering the profile and experience of Sh. Rahul 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. Rahul Lal holds 287746 equity shares in the Company. Other than the remuneration stated above, he has no pecuniary relationship directly or indirectly with the Company. No 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.
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		:	The Company has suffered losses in preceding financial years due to less early variety cane, lower Sugar recovery and higher cost of production as against unviable Sugar sales realization. But earned profit during F.Y. 2016-17.
(2)	Steps taken or proposed to be taken for improvement	:	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", attached to the financial statement:

(i)	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors
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Sl. 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	1512000	1557214	-	3069214	Contractual**
2.	Sh. Vivek Viswanathan, Joint Managing Director	Executive	1362758	1273957	-	2636715	Contractual**
3.	Sh. Rahul Lal, Executive Director	Executive	296226	282662	-	578888	Contractual**
	Total		3170984	3113833		6284817	

(ii)	details of fixed component and performance linked incentives along with the performance criteria; N.A.
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CONTD.....



SIR SHADI LAL ENTERPRISES LIMITED

NOTICE CONTD.....

ITEM NO. 7

The Company is in process of expanding the capacity of Sugar Plant. The financial Details of Sugar Expansion Project are as under.

Particulars	Amt. Rs. (In Crores)
Cost of Project	18.50
Fund Available	8.50
Fund Required	10.00

The Board of Directors in its meeting held on 26.05.2018 had approved the proposal for taking unsecured loan from Managing Director and Joint Managing Director of the Company. Approval of the shareholders is required for above transaction by way of Special Resolution. The transaction is done at arm length price.

Sh. Rajat Lal, Sh. Rahul Lal, Sh. Vivek Vishwanathan and Smt. Radhika Vishwanathan Hoon, Directors are interested in the transaction.

ANNEXURE TO A.G.M. NOTICE

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking re-appointment at the AGM, is provided herein below:

Name of the Director	Mr. Rahul Lal	Mr. Vivek Viswanathan	Mrs. Radhika Viswanathan Hoon
DIN	06575738	00141053	06436444
Date of Birth	18.07.1989	07.11.1970	22.01.1967
Age	29 years	48 Years	51 years
Category of the Director	Executive Director	Joint Managing Director	Non Executive Director
Educational Qualifications	B.Com, MBA (USA)	B.A (Hons.) Post Graduate Programme in Management, MBA (USA). More than six year service experience with M/S VST Industries Ltd. & Coca-Cola India Ltd. and more than 17 years experience as Director of this Company.	S.Y.J.C. Diploma Holder in French. General Management as Chairperson of the Natya Ballet Centre, New Delhi.
Experience	10 years	25 years	25 years
Expertise in specific functional areas	Expertise in specific functional areas	Finance and Administration	Administration
Date of Appointment on the Board	27.04.2013	24.03.2001	30.10.2012
Number of shares held in the Company as on date	287746	1296004	39132
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	VRD Power Project Limited	VRD Power Project Limited Upper Doab Power Limited	NIL
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies	Nil	1	1
Relationship between Directors inter se	Son of Mr. Rajat Lal	Brother of Smt. Radhika Viswanathan Hoon	Sister of Sh. Vivek Viswanathan & Wife of Sh. Ajit Hoon
Number of meetings of the Board attended during the Financial year	2	6	5

By order of the Board

Ajay Kumar Jain
Company Secretary
FCS-5826

Place : New Delhi
Dated : 23rd July, 2018



DIRECTORS' REPORT

DEAR SHAREHOLDERS,

Your Directors hereby submit the 84th Annual Report and the Financial Statements of the Company for the financial year ended March 31, 2018.

FINANCIAL RESULTS

During the year under review, the Sugar segment of your Company passed through a difficult period. The summarized financial results of the Company are presented below:

(Rs. in Lakhs)

	Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
a)	Total Revenue	39987.79	42232.18
b)	Profit (Loss) before providing for Exceptional Item and Depreciation	(1987.01)	2013.69
c)	Less: Exceptional Item		
d)	Less: Provision for Depreciation	(397.96)	(173.77)
e)	Profit (Loss) before Tax	(2384.97)	1839.92
f)	Less :Provision for Tax	-	-
g)	Profit (Loss) from Continuing Operation	(2384.97)	1839.92
h)	Profit (Loss) from discontinuing Operation	-	-
i)	Profit (Loss) for the year	(2384.97)	1839.92
j)	Other Comprehensive Income	(359.40)	(13.85)
k)	Total Comprehensive Income for the period	(2744.37)	1826.07
l)	Basic earnings per share of Rs 10/- each	(45.428)	35.046
m)	Diluted earnings per share of Rs.10/- each	(45.428)	35.046

DIVIDEND

In view of the Current year losses and carry forward losses, the Company does not have any divisible profits available for payment of dividend to equity shareholders. The Directors have therefore not recommended payment of any dividend for the year ended March 31, 2018.

FINANCE

Due to decrease in Sugar prices, the Sugar Unit suffered heavy Losses. However Distillery Unit was running at its full capacity and earned profit during the year. The Bankers took a positive view of the Company as a result of which Punjab National Bank has increased the working capital limit from Rs. 41 crores to Rs. 48.50 Crores and District Cooperative Bank Ghaziabad has increased the working capital limit from Rs. 30 Crores to Rs. 40 Crores for the year 2017-18. The Banks, however, continue to be cautious in increasing their exposure to the Sugar industry, keeping in view the risk of Government intervention in the form of raw material pricing.

INDIAN ACCOUNTING STANDARDS

Pursuant to notification dated February 16,2015 issued by the Ministry of Corporate affairs , the Company has adopted the Indian Accounting Standards ("Ind As") notified under the Companies (Indian Accounting Standards) Rules, 2015 as applicable to it with effect from April 01,2017 with the transition date April 01, 2016. Accordingly, the Financial Statements have been prepared in compliance with Ind AS and the comparative information of the

previous years has been provided as per the prescribed requirements.

NO CHANGE IN RATING

There is no change in Crisil long term rating of your Company (for total bank loan facilities upto Rs 200 Crores) and same is continue at "Crisil B Stable". This reflects improvement in the business risk profile which is expected to remain steady with moderate growth over the medium term. The rating however remains constrained on account of working capital intensive operation with significant accumulated losses and a high degree of regulatory risk in Sugar industry.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF THE REPORT

There have been no material changes or commitments made which affect the financial position of the Company between end of the financial year and date of the report.

OPERATIONAL PERFORMANCE

SUGAR UNIT (UPPER DOAB SUGAR MILLS) :

A) INDUSTRY PROFILE:

The Sugar industry in the state of Uttar Pradesh, which has earned huge profits in the year 2016-17 but due to higher production in Maharashtra and Karnatka the over all production of india increased and the consumption of india is approx. 250 Lakhs tonnes. Therefore on account of higher production and low demand prices of Sugar fallen sharply therefore the net profit decreased during the current year 2017-18. India's Sugar production in the current season is set to touch a record 32 million tonnes, surprising both the industry and the Government, with the two biggest producing states of the sweetener reporting bumper output.

Maharashtra has already produced about 10 million tonnes, with the northern Sugar bowl of Uttar Pradesh following closely at 9.3 million tonnes. India's earlier record output was in 2014-15 when mills here had produced 28.46 million tonnes of Sugar. This year's production is much higher than the annual domestic demand of 25 million tonnes. The problem of plenty has led to crash in prices of Sugar below the cost of production.

However, declining Sugar prices in combination with a rising Fair and Remunerative Price (FRP) or State Advised Price (SAP) for SY 2017-18 has increased the backlog of the Sugar companies' dues payable to the farmers in the ongoing season, particularly in states where cane costs are not directly linked to Revenue Sharing Formula (RSF). In latter case, farmers are paid the FRP as a first installment; if dues to farmers under the RSF are more than the FRP, than they will be entitled to a second payment. The FRP for the ongoing season is Rs. 255 which was Rs. 230 in previous years. Cane arrears soared to Rs. 22,654 crore as on June 1, which has come down to Rs. 19,816 crore till June 25th, 2018.

To help loss-making Sugar mills, the Centre has taken various initiatives during the last five months, including doubling of import duty on Sugar to 100 per cent, scrapping of export duty and announcement of Rs. 8,500 crores worth package.

The package included creation of buffer stock of 3 million tonnes of Sugar, providing soft loan of Rs. 4,500 crore with interest subsidy for expansion of Ethanol capacity, besides a production-linked subsidy worth Rs. 1,500 crore to clear Sugarcane arrears of the farmers.

CONTD.....



SIR SHADI LAL ENTERPRISES LIMITED

DIRECTORS' REPORT CONTD.....

Further the Government hiked prices of Ethanol extracted from final or C-molasses by Rs 2.85 per litre to Rs. 43.70 per litre and also fixed for the first time the rate for Ethanol produced from B-molasses (called intermediary molasses) at Rs 47.49 per litre for the 2018-19 season beginning December.

This move will help boost production of Ethanol, used in blending with Petrol, and also enable mills to divert some of the Sugarcane juice during the surplus crop year.

B) COMPANY OPERATIONS :

The operating performance of the Sugar unit for crushing season 2017-18, as compared to the previous crushing season 2016-17, is as under:

Particulars	2017-18	2016-17
Gross working days	214	198
Cane Crushed (lakh / qtls.)	115.63	102.73
Average cane crush (qtls. / day)	54033	51884
Manufacturing losses (%)	1.99	1.96
Steam Consumption (% cane)	51.40	53.08
Average Sugar recovery (%)	10.87	10.46
Downtime (%)	2.38	6.14
Sugar production (lakh / qtls)	12.56	10.67

The Company achieved higher cane crush by about 13 lakhs qtls and higher recovery by 0.41% over the previous year. However the longer duration of the crushing season resulted in increase in manufacturing losses by 0.03% and the downtimes comes down by 3.76% as compared to last year. The recovery % cane was higher mainly due to higher pol in cane which resulted from improved varietal mix and implementation of other cane development activities.

C) CANE DEVELOPMENT

Due to vigorous efforts made by the management in the area of Sugarcane development, the area under cultivation of high Sugar varieties of cane increased from 76% in season 2016-17 to 92% in season 2017-18. In addition, the management focused on execution of both extensive and intensive cane development activities comprising of appropriate usage of insecticides, pesticides and optimum use of fertilizers. Consequently, the Pol % cane increased by 0.44 i.e, from 12.41% in crushing season 2016-17 to 12.85% in crushing season 2017-18.

The management is further making efforts to increase the area under high Sugar variety cane from 92% to 95% as well as complete replacement of rejected varieties in the next season 2018-19. The management is also making efforts to increase the supply of cane at factory gate from 77.88% in crushing season 2017-18 to about 80% in crushing season 2018-19.

Extraneous materials such as trashes, green tops, diseased cane, mud with cane supplies have been reduced by 0.40% as a result of the close monitoring done by the management.

Management plans to continue these efforts in the next crushing season 2018-19 and consequently the Pol % cane is expected to further increase to about 13.25% from 12.85% in crushing season 2017-18.

DISTILLERY UNIT (SHAMLI DISTILLERY AND CHEMICAL WORKS) :

A) INDUSTRY PROFILE :

Government policy continues to focus on increasing the % age of mixing Ethanol with Petrol. Consequently, the demand for Ethanol continues to increase, which has a positive effect on the financial performance of the distilleries like yours, which are focused on production of industrial alcohol

B) COMPANY OPERATIONS :

i) DISTILLERY EXPANSION PROJECT :

The Company undertook an expansion project of Distillery, whereby the production capacity of the Distillery was increased from 25 KL per day to 45 KL per day, was commissioned during last year and is now running on full capacity. This year expansion of 45 KLPD to 70 KLPD is proposed.

ii) OPERATING PERFORMANCE :

The operating performance for the financial year 2017-18 as compared to the previous financial year 2016-17 is as under:

Particulars	2017-18	2016-17
i) Gross working days – Old plant (days)	-	14
ii) Gross working days – New plant (days)	203	34
iii) Production – RS (lakh / ltrs)	32.20	11.751
iv) Production – Ethanol (lakh / ltrs)	80.98	12.871
v) Alcohol recovery / qtl. molasses (AL)	21.93	22.50
vi) Fermentation efficiency (%)	89.06	89.06
vii) Distillation efficiency (%)	98.55	98.44

Distillery production was high during 2017-18 since the plant was running at its full capacity.

Further analysis of operating performance for Sugar and Distillery segments are covered under "Management Discussion and Analysis Report" at Annexure 5 of this Report.

DIRECTORS

In accordance with the provisions of Companies Act, 2013 (the Act) and the Company's Article of Association, Sh. Vivek Viswanathan, Joint Managing Director and Smt. Radhika Viswanathan Hoon Non Executive Director retire by rotation under section 152 of the Act, and, being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting. Mr. Rahul Lal was appointed as Executive Director for a period of Five years w.e.f. July 1, 2013 to June 30, 2018 by the Board of Directors on the recommendation of the Nomination and Remuneration Committee in their meeting held on July 12, 2014. As per section 196 of the Companies Act, 2013, Company may re-appoint as Executive Director for next term any time but not earlier than one year before expiry of the current term. Mr. Rahul Lal can therefore be reappointed now as Executive Director for a further period of 5 years starting from July 1, 2018. Necessary resolutions for appointment / re-appointment of aforesaid Directors have been included in the notice convening the ensuing Annual General Meeting.

The Board of Directors of the Company, in their meeting held on May 25, 2017, have appointed Mr Lakshmi Kant Dwarka Das Jhunjunwala as the Chairman of the Board of Director for a period of one year from May 25, 2017 to May 24, 2018. Mr Lakshmi Kant Dwarka Das Jhunjunwala had resigned from the Directorship of the Company w.e.f. 06.05.2018. The Board of Directors in its meeting held on 26.05.2018 appointed Sh. R.C. Sharma as the Chairman of the Board for 1 year.