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**89th**

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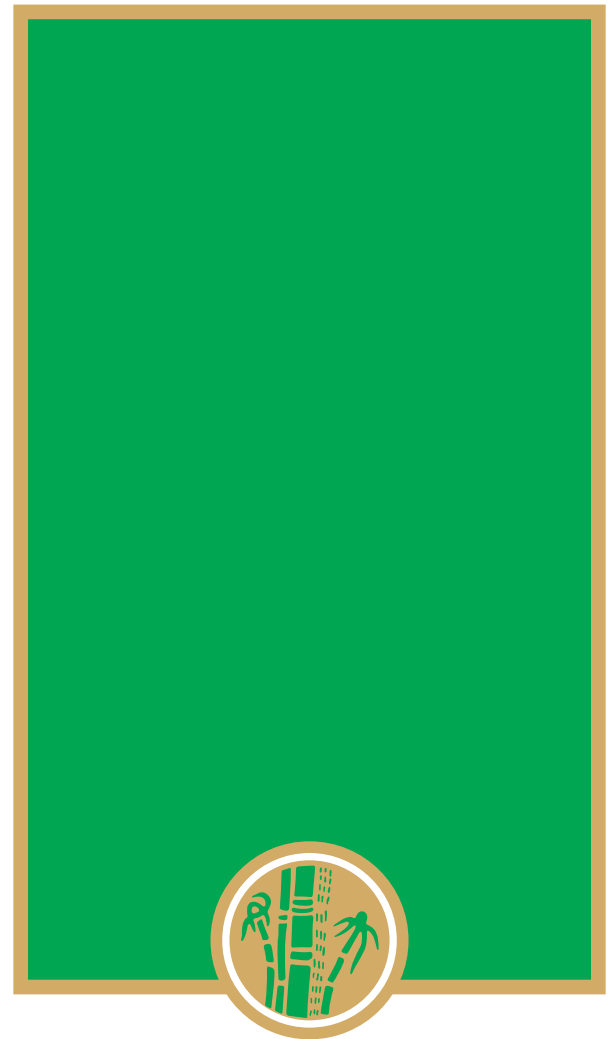
**ANNUAL**

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**REPORT**

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**2022-2023**



*Sir Shadi Lal  
Enterprises Ltd.*

**SIR SHADI LAL ENTERPRISES LIMITED**

<b>BOARD OF DIRECTOR'S</b>	:	Shri Udit Pat Singhania – Non Executive Independent Director (Chairman w.e.f 18.08.2023) (DIN No. 07984594) Shri Rajat Lal – Managing Director (DIN No. 00112489) Shri Vivek Viswanathan – Joint Managing Director (DIN No. 00141053) Shri Rahul Lal – Joint Managing Director (DIN No. 06575738) Shri Ravi Malhotra – Non Executive Independent Director (DIN No. 08811471) Shri Tanmay Sharma – Non Executive Independent Director (DIN No. 08811485) Mrs. Radhika Viswanathan Hoon – Non Executive Director (DIN No. 06436444) Shri Neeraj Gupta – Non Executive Director (DIN No. 00317395)
<b>BANKERS</b>	:	Punjab National Bank Zila Sahkari Bank Ltd.
<b>AUDITORS</b>	:	M/S Basant Ram & Sons A-18 Murli Marg, Nizamuddin East New Delhi – 110 013
<b>REGISTERED OFFICE</b>	:	Upper Doab Sugar Mills, Shamli – 247 776 (U.P.)
<b>MANUFACTURING UNITS</b>	:	Upper Doab Sugar Mills, Shamli – 247 776 (U.P.)  Shamli Distillery & Chemical Works, Shamli – 247 776 (U.P.)



# **SIR SHADI LAL ENTERPRISES LIMITED**

(Corporate Identity No. L51909UP1933PLC146675)

Regd. Office: UPPER DOAB SUGAR MILL SHAMLI UP 247776

Ph.: 01398-250064 Fax: 01398-250032 Email Id: uds\_m\_shamli@sirshadilal.com Website: www.sirshadilal.com

## **NOTICE FOR THE 89TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 89TH ANNUAL GENERAL MEETING OF SIR SHADI LAL ENTERPRISES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ON MONDAY, SEPTEMBER 25, 2023 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2023, Statement of Profit and Loss account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vivek Viswanathan, (DIN: 00141053) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Radhika Viswanathan Hoon, (DIN: 06436444 ) who retires by rotation and being eligible, offers herself for re-appointment

### **SPECIAL BUSINESS:**

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting to Mr. Rishi Mohan Bansal, Cost Auditors who was appointed by the Board of Directors of the Company on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 be and is hereby ratified and approved.”

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

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

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

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

“RESOLVED THAT permission of shareholders is accorded to ratify & approve the appointment of Sh. Udit Pat Singhania, Independent Director of the Company as Chairman of the Board of Directors with effect from 18.08.2023 and he shall remain as Chairman unless otherwise decided by the Board of Directors.”

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

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 Section 177 of the Companies Act, 2013 read with Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulation, 2015), consent of the members be & is hereby accorded to ratify & approve the reconstitution of Audit Committee of the Company w.e.f. 18.08.2023 as follows:

### **COMPOSITION**

Minimum 3 directors with majority Independent Further provided that majority including its Chairman shall be persons with ability to read and understand the financial statement.

The Audit Committee shall consist of the following members namely:

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

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

8. 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 Section 135 of Companies Act, 2013 read with Regulation 21 of SEBI (LODR) Regulation, 2015), consent of the members be & is hereby accorded to ratify & approve the reconstitution of Corporate Social Responsibility Committee of the Company w.e.f. 18.08.2023 as follows:

### **COMPOSITION**

The Corporate Social Responsibility (CSR) Committee shall



consist of the following members namely:

Sr.	Name of Committee Member	Position
1.	Mr. Udit Pat Singhania	Chairman
2.	Mr. Vivek Viswanathan	Member
3.	Mr. Rahul Lal	Member

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

By order of the Board

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

Place : Shamli

Dated : 29th July, 2023

#### NOTES:

#### GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE 89th AGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:

In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020, 17/2020, 20/2020, 02/2021 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, December 14, 2021, January 13, 2021 May 05/2022 and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 respectively (“MCA Circulars”), permitted the holding of AGM through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and MCA Circulars, 89th AGM of the Company is being held through VC/OAVM facility.

The registered office of the Company shall be deemed to be the venue for the AGM.

The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.

The AGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy/ proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip and route map of the venue of AGM are not annexed to this Notice.

However, Corporate Members intending to authorize their representatives to attend & vote at the AGM through VC / OAVM facility on its behalf are requested to send duly certified copy of the relevant Board resolution. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address to sunil.jain.sk@gmail.com with a copy marked to cs@sirshadilal.com.

1. Members attending the AGM through VC / OAVM facility

shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which Directors are interested under Section 189 of the Act.
  3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Ltd (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
  4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and circular no. 20/2020 dated May 5, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.sirshadilal.com](http://www.sirshadilal.com). This can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  6. The Instructions to Shareholders for Remote e-Voting and e-Voting during AGM and for joining Meeting through VC/ OAVM is mentioned at Point No. B hereinafter.
  7. The Instructions for Shareholders Attending the AGM Through VC/OAVM & E-Voting during Meeting is mentioned at Point no. C hereinafter.
  8. The process for those shareholders whose email addresses are not registered with the depositories and for obtaining login credentials for e-voting for the resolutions proposed in this notice is mentioned at Point no. D hereinafter.
- B. THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- (i) The voting period begins on Friday, September 22, 2023 at 09:00

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AM (IST) and ends on Sunday, September 24, 2023 at 05:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, September 18, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**PURSUANT TO ABOVE SAID SEBI CIRCULAR, LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETINGS FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE IS GIVEN BELOW:**

**Type of shareholders Login Method**

Individual Shareholders holding securities in Demat mode with CDSL

- 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of

the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in [www.nsdlindia.com](http://www.nsdlindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

**INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click on the following NSDL website link- <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

**Type of shareholders Login Method**

- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting





option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk details
Individual shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no. : 1800 1020 990 and 1800 22 44 30.

(v) Login method for e-voting and joining virtual meeting for shareholders other than Individual **Shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL : 16 digits beneficiary ID.
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the step given below :

For Shareholders holdings shares in Demat Form other than Individual and Physical Form.

Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. #ensure the communication of sequence number.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly

reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVEN for the relevant company on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### (xv) Facility for Non – Individual Shareholders and Custodians - Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Corporate Members intending to send their authorised representatives to attend the AGM are requested to send

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a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to [sunil.jain.sk@gmail.com](mailto:sunil.jain.sk@gmail.com) with a copy marked to [cs@sirshadilal.com](mailto:cs@sirshadilal.com).

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request at least 3 (Three) days in advance prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cs@sirshadilal.com](mailto:cs@sirshadilal.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries 3 (Three) days in advance prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [cs@sirshadilal.com](mailto:cs@sirshadilal.com). These queries will be replied to by the company suitably by email. Those members who have registered themselves as a speaker shall be allowed to ask questions during the 89th AGM, depending upon the availability of time.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**D. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES AND FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id i.e. [maheshcp@alankit.com](mailto:maheshcp@alankit.com)
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP). For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) or toll free no. 18001020990, 1800224430.

All grievances connected with the facility for voting by electronic means may be addressed to Trade World, A Wing, 4 & 5th Floor, Kamala Mills, Compound Lower Parel, Mumbai - 400013. Senior Manager, (NSDL) or send an email to [evoting@nsdlindia.com](mailto:evoting@nsdlindia.com) or call on 022- 24994200.

**OTHER GUIDELINES FOR MEMBERS:**

- a. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 19, 2023 to Monday, September 25, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
- b. The Company has fixed Monday, September 18, 2023 as the 'Cut-off Date' for determining entitlement of members to Vote for the financial year ended March 31, 2023.
- c. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their DPs in respect of shares held in dematerialized form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
- d. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated April 20, 2018 has directed all the listed companies to update Bank Account details and PAN of the Members holding shares in physical form. It has been observed that many of the Members holding physical shares have not updated the said information. Therefore, such Members are requested to send the following documents to the Company's RTA:



- Self-attested copy of PAN card including that of joint Members; and
- An original cancelled cheque of 1st Member (Name of 1st Member should be printed on cheque leaf). If name of 1st Member is not printed on cheque leaf, photocopy of passbook or bank statement duly attested by the banker along with cancelled cheque (Photocopy of cheque will not be accepted/entertained).
- e. SEBI vide its notifications dated June 8, 2018 and November 30, 2018, mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members are requested to dematerialize the shares held by them in physical form.
- f. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH- 13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective DP.  
The nomination form can be downloaded from the Company's website [www.sirshadilal.com](http://www.sirshadilal.com), under the investor relations section. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
- g. Non-Resident Indian Members are requested to inform RTA, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
- h. It is strongly recommended not to share your password with any other person and take utmost care to keep your password Confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.
- i. The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e., Monday September 18, 2023.
- j. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or casting vote through e-voting system during the meeting.
- k. Any person, who acquires shares of the Company and becomes the member of the Company after the Company sends the Notice of the AGM and would be holding shares of the Company as on the cut-off date i.e Monday, September 18, 2023 may obtain the User ID and password by sending a request at [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) or [cs@sirshadilal.com](mailto:cs@sirshadilal.com). Alternatively, the shareholder can create their user name and password by entering the valid credentials, as mentioned in point no (viii) mentioned above in the remote e-voting instructions.
- l. Mr. Sunil Jain , Practicing Company Secretary (Membership No. FCS 4089) of M/s. Sunil K. Jain & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
- m. During the 89th AGM, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 89th AGM, formally propose to the Members participating through VC/ OAVM Facility to vote on the resolutions as set out in the Notice of the 89th AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 89th AGM.
- n. The Scrutinizer shall after the conclusion of e-Voting at the 89th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days of the conclusion of the 89th AGM, who shall then countersign and declare the result of the voting forthwith.
- o. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website, [www.sirshadilal.com](http://www.sirshadilal.com) and on the website of NSDL immediately after the results are declared and communicated to the Stock Exchange, where the shares of the Company are listed, viz. BSE Limited.
- p. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Monday, September 25, 2023.
- q. Mandatory furnishing of PAN, KYC details & Nomination by holders of Physical Securities: As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated March 16, 2023 in super session of its earlier Circulars dated 3rd November 2021 and 14th December 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable Forms are hosted on the Company's Website [www.hckotharigroup.com/kscl](http://www.hckotharigroup.com/kscl) under "Investors Relations". In this connection, the Company has issued reminder letters to all shareholders holding shares in physical, who have not updated any of the above said details. The RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are received. It is also to be noted that the Folios of holders of physical shares wherein any of the above cited documents / details are not available on or after October 01, 2023, particular folio shall be frozen by the RTA and with effect from April 01, 2024 any dividend payment with respect to such frozen folios will be only through electronic mode only upon complying with the requirements of updation of all the details by the Investor as said above. Further, such frozen folios would be referred under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

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1. 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.
2. 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 on the website of the Company ([www.sirshadilal.com](http://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](http://www.iepf.gov.in/IEPFA/refund.html)

SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

**ANNEXURE TO NOTICE****(Explanatory Statement under Section 102 (1) of the Companies Act, 2013)****ITEM NO. 4**

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, 2024 as per the following details:

**Remuneration of Cost Auditor**

For the product "Sugar" for Upper Doab Sugar Mills

Cost Audit Fee: Rs. 30,000/-  
per annum  
(Inclusive of all incidental and traveling expenses)

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

Cost Audit Fee Rs. 20,000  
per annum

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

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

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the appointment and remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

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**

Section 188 of the Act and the applicable Rules framed there under provide that any Related Party Transaction will require prior approval of shareholders through special resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last Audited Financial Statement of the Company. The value of proposed aggregate transactions with Managing Director and Joint Managing Director will not exceed the said threshold limit. Accordingly, transaction(s) entered into with related party do not comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed there under read with the Listing Regulations.

The Board hereby recommends the shareholder for approval of related party transactions by way of special resolution.

**ITEM NO. 6**

Mr. Ravi Malhotra was appointed as Chairman of the Board of

Directors Meeting by circular resolution dated 01.10.2021. He was chairman of the Board of Directors since long time, so as a Good Corporate Governance practice, the Board of Directors by Circular Resolution approved the appointment of Mr. Udit Pat Singhania as Chairman of the Company w.e.f. 18.08.2023.

Mr. Udit Pat Singhania and his relatives are interested in this Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution. The Board recommends this Ordinary Resolution for your approval.

**ITEM NO. 7**

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

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

Presently the Audit Committee consists of following members

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

The Committee was constituted more than 2 years before, so as a Good Corporate Governance practice it was necessary that Audit Committee will be reconstituted in compliance with Section 177 of Companies Act, 2013 read with Regulation 18 and Part C of Schedule II of SEBI (LODR) Regulation, 2015). the Board of Directors by Circular Resolution approved reconstitution of Audit Committee w.e.f. 18.08.2023 as details below.

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

Mr. Udit Pat Singhania , Mr. Tanmay Sharma, Mr. Neeraj Gupta and their relatives are interested in this Ordinary Resolution.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Ordinary Resolution. The Board recommends this Ordinary Resolution for your approval.

**ITEM NO. 8**

The Board of Directors of the following companies shall constitute Corporate Social Responsibility Committee.

Every Company including its holding or subsidiary having:

- Net worth of Rs. 500 Crore or more, or

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