

NOTICE

Notice is hereby given that the Twelfth (12th) Annual General Meeting (AGM) of the members of Simbhaoli Sugars Limited will be held at 11:00 AM IST on Thursday, September 28, 2023 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESSES**1. Adoption of Audited Standalone Financial Statements**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

2. Adoption of Audited Consolidated Financial Statements

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

3. Appointment of Mr. Gurmit Singh Mann (DIN: 00066653) as Director, liable to retire by rotation

To consider and if thought fit to pass, the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Gurmit Singh Mann (DIN: 00066653), who retires by rotation and, being eligible, offers herself for reappointment and who has attained the age of seventy five (75) years, as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES**4. Ratification of Cost Auditor's Remuneration for FY 2023-24**

To consider and if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs.3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, payable to Mr. Satnam Singh Saggu, Cost Accountant (Membership Number 10555), who are reappointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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. Re-appointment of Ms. Gursimran Kaur Mann (DIN: 00642094) as Managing Director and approval of payment of remuneration

To consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as 'the Act') and rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to the appointment of Ms. Gursimran Kaur Mann (DIN- 00642094) as the Managing Director of the Company for a period of three (3) years with effect from August 2, 2023 till August 1, 2026 with a liberty to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for variation of the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Managing Director

Period: August 2, 2023 till August 1, 2026

I. Basic Salary: Rs. 3,00,000 per month with such increments as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.

II. Family Allowance: Rs. 69,570 per month with such increase as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.

III. Bonus: The amount to be paid as per rules as applicable to the senior grade employees of the Company.

IV. Perquisites: In addition to the Basic Salary and Family Allowance, she shall also be entitled to the following perquisites and allowances as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act:

i. Housing:

a) Residential accommodation or House Rent Allowance to the extent of 60% of Basic Salary.

b) Expenses pertaining to gas, electricity, water and other utilities will be borne/ reimbursed by the Company.

c) The Company shall provide such furniture and furnishing as may be required by the Managing Director at her residence as per the rules of the Company.

ii. Leave Travel Concession: Reimbursement of all the expenses (like travel fare, lodging, boarding, conveyance and other expenses) incurred for self and her family during leave travel periods, wherever undertaken, whether in India or abroad as per the rules of the Company.

iii. Medical Reimbursement: Reimbursement of actual medical expenses incurred in India and/or abroad and including hospitalization, nursing home and surgical charges for self and her family. In case of any medical treatment abroad, the travelling, boarding and lodging expenses for patient and attendants will also be payable as per the rules of the Company.

iv. Club Memberships: Subscription or reimbursement of membership fees for clubs in India and/or abroad, including admission and life membership fees as per the rules of the Company.

v. Entertainment Expenses: Reimbursement of entertainment expenses incurred in the course of business as per the rules of the Company.

- vi. **Personal Accident Insurance:** Personal accident insurance policies in accordance with the Scheme applicable to senior grade employees as per the rules of the Company.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, perquisites shall be evaluated at the cost on actual basis.

- V. **Commission:** Commission at the rate of 1% (one per cent) of the net profits of the Company for each financial year as may be computed, while approving the financial statements for the respective financial year by the Board and payable after adoption of the same at the Annual General Meeting of the members of the Company.

VI. Others:

- i. **Contribution to Provident Fund:** Company's contribution to Provident Fund equivalent to 12% of Basic Salary or up to such amount as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the law.
- ii. **Contribution to Superannuation Fund:** Company's contribution to Superannuation Fund equivalent to 5% of Basic Salary or up to such amount, as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the law.
- iii. **Gratuity:** Gratuity at the rate of half month's basic salary for each completed year of service subject to the Company's rules in this regard.
- iv. **Leave Entitlement:** As per the rules of the Company. However, encashment of the un-availed leave may be allowed by the Board at the end of the tenure.
- v. **Conveyance:** Company's chauffeur driven car(s) for the business as per the rules of the Company.
- vi. **Communication Facilities:** The Company shall provide telephone, mobile handsets, telefax and other communication facilities to the Managing Director's at her residence as may be required for the Business of the Company.

- vii. **Assistance:** Managing Director may also be provided assistance at her residence as may be required for the Business of the Company.

"RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Managing Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Managing Director in such manner as may be permitted in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may be agreed to by and between the Board and the Managing Director."

"RESOLVED FURTHER THAT, the aforesaid appointment shall be subject to the following terms and conditions:

- i. Managing Director shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) thereof;
- ii. The appointment may be terminated by either party giving the other party three months' notice or paying three months' salary in lieu thereof;
- iii. If at any time the Managing Director ceases to be a director of the Company for any reason whatsoever, she shall cease to be the Managing Director of the Company; and
- iv. The office of the Managing Director will be subject to retirement by rotation."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V thereto (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and in recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded in case required necessary, to waive off the recovery of minimum remuneration paid or payable to the aforesaid Whole Time Director of the Company within the limits of the Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, subject to the applicable provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof), to vary or alter the terms and conditions in such manner as it may deem fit.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **Re-appointment of Mr. Sachchida Nand Misra (DIN: 06714324) as Whole-time Director designated as Chief Operating Officer and approval of payment of remuneration**

To consider and if thought fit to pass, the following resolution as a **Special Resolution:**

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (here in after referred as 'the Act') and rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sachchida Nand Misra (DIN : 06714324) as the Whole Time Director of the Company for a period of three years with effect from September 18, 2023 to September 17, 2026 with a liberty to the Board of Directors (here in after referred to as the Board, which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) for variation of the terms and conditions as set out in the explanatory statement, subject to the restrictions, if any, contained under the applicable provisions of the Act or otherwise as may be applicable in law as follows:

Designation: Chief Operating Officer

Period: From September 18, 2023 to September 17, 2026

- I. **Basic Salary:** Rs.2,21,000 per month, with such increments as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.
- II. **Family Allowance:** Rs.2,20,220 per month with such increase as may be decided by the Board of Directors of the Company from time to time within the permissible limits under the provisions of the Act.
- III. **Bonus:** The amount to be paid as per rules as applicable to the senior grade employees of the Company.
- IV. Other emoluments, benefits and the perquisites as per service rules of the Company, as may be approved by the Board of Directors of the Company from time to time. Apart from the above, he shall also be entitled to the following benefits which shall not be included in computation of the aforesaid remuneration:
- i) Residential accommodation or House Rent Allowance to the extent of 60% of Basic Salary as may be decided by the board from time to

time.

- ii) Car facilities for the business of the Company. The type make and model of the car shall be decided by the Board from time to time.
- iii) Reimbursement of travelling, boarding, lodging, hotel and other expenses incurred for the business of the Company as per the travelling policy of the Company.
- iv) Telephone/internet connection (s) to be used for the business of the Company.
- v) Company's contribution to the provident fund, as per rules, presently to the extent of 12% of the Basic Salary.
- vi) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service in the Company subject to the Company's rules in this regard."

"RESOLVED FURTHER THAT, the aforesaid appointment shall be subject to the following terms and conditions:

- i) Chief Operating Officer shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committee(s) there of;
- ii) The appointment may be terminated by either party giving the other party two months' notice or paying two months' salary in lieu thereof;
- iii) If at any time the Chief Operating Officer ceases to be a director of the Company for any reason whatsover, he may continue to act as the Chief Operating Officer on such terms and conditions as may be decided by the Board of Directors of the Company; and
- iv) The office of the Chief Operating Officer will be subject to retirement by rotation."

"RESOLVED FURTHER THAT, in case the Company has, in any financial year, no profits or if its profits are inadequate anytime during the period of appointment, the Whole Time Director shall be paid the aforesaid remuneration as the minimum remuneration, with the liberty to the Board of Directors to revise, amend, alter and vary the terms and conditions relating to the remuneration payable to the Whole Time Director in such manner as may be permitted in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, as may be agreed to by and between the Board and the Chief Operating Officer."

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act 2013 read with Schedule V there to (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and in recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded that if necessary, to waive off the recovery of minimum remuneration paid or payable to the aforesaid Whole Time Director of the Company within the limits of the Schedule V to the Companies Act, 2013"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorized, subject to the applicable provisions of Companies Act, 2013 (including any statutory modifications and re-enactments thereof), to vary or alter the terms and conditions in such manner as it may deem fit. "

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors of
Simbhaoli Sugars Limited**

**Sd/-
Shubham Kandhway
Company Secretary
Membership No. FCS-10757**

**Date: 17.08.2023
Place: Simbhaoli**

NOTES:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio-visual means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 12th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Thursday, September 28, 2023, at 11:00 a.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Simbhaoli, District Hapur, Uttar Pradesh 245 207.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at accsandeepjoshi@gmail.com with a copy marked to evoting@nsdl.co.in and investors@simbhaolisugars.com, **not later than 48 hours before the scheduled time of the commencement of the Meeting**. Corporate Members/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-Voting" tab in their login.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. As per the provisions of Clause 3.A.II. of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 4, 5 and 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
6. The Explanatory Statement according to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4, 5 and 6 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The Members will be able to view the proceedings on National Securities Depository Limited's ("NSDL") e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.
8. The Notice convening the AGM has been uploaded on the website of the Company at www.simbhaolisugars.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
9. **Book Closure: The Register of Members and the Share Transfer Books of the Company will be closed from Friday, September 22, 2023, to Thursday, September 28, 2023 (both days inclusive) for the purpose of this AGM.**
10. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cutoff date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, sm@masserv.com / info@masserv.com ("Registrar" or "RTA") at investors@simbhaolisugars.com for assistance in this regard.
11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
12. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH- 13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
13. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
15. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investors@simbhaolisugars.com latest by **Friday, September 22, 2023 (upto 3:00 p.m.)**.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
18. **Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing Demat account number / Folio number and scanned copy of the Share Certificate (front and Back) or client master, or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).**

The Individual Shareholders holding securities in Demat mode are requested to follow steps mentioned below in Para 28 under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.

In terms of the SEBI circular dated December 9, 2020, on the 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 required to update their mobile number and email ID correctly in their Demat account to access the e-Voting facility.
19. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the 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 NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
20. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Thursday, September 21, 2023, may cast their vote by remote e-Voting. The remote e-voting period commences on Sunday, September 24, 2023, at 9:00 a.m. (IST) and ends on Wednesday, September 27, 2023, at 5:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members (for voting through remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date of Thursday, September 21, 2023. Subject to receipt of the requisite number of votes, the Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the AGM i.e., Thursday, September 28, 2023. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website www.simbhaolisugars.com.
21. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through remote e-Voting.
22. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Thursday, September 21, 2023, shall be entitled to avail of the facility of remote e-voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Thursday, September 21, 2023, may obtain the User ID and password by sending a request along with the requisite documents as 8 mentioned in para 18 above, at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or contact at 022 - 4886 7000 and 022 - 2499 7000. In the case of Individual Shareholders holding securities in Demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, September 21, 2023, may follow steps mentioned in Para 28 below under Step 1 (A) i.e "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode.
23. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. The e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
24. Mr. Sandeep Joshi, Practicing Company Secretary (Membership No. A34701 & CP No. 20884) has been appointed as the Scrutinizer by the Board for providing a facility to the Members of the Company to scrutinize the remote e-Voting process before the AGM as well as remote e-Voting during the AGM fairly and transparently.
25. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed, NSDL, and RTA, and will also be displayed on the Company's website at www.simbhaolisugars.com.
26. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at investors@simbhaolisugars.com before **5.00 p.m. (IST) on Friday, September 22, 2023**. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.

27. Members who would like to express their views/ ask questions as a speaker at the Meeting may preregister themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at investors@simbhaolisugars.com between Monday, September 18, 2023 (9:00 A.M. IST) and Friday, September 22, 2023 (5:00 P.M. IST). Only those Members who have pre-registered themselves as a speaker on the email id investors@simbhaolisugars.com will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed. **The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.**

28. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Sunday, September 24, 2023, at 9:00 A.M. (IST) and ends on Wednesday, September 27, 2023, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, September 21, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date, Thursday, September 21, 2023.

How to vote electronically using the NSDL e-Voting system? The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

(A) Login method for e-Voting and joining the virtual meeting for Individual shareholders holding securities in Demat mode

In terms of the SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to eVoting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.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 i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL 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 abovementioned website.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in or contact at 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Helpdesk details
A For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
B For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
C For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 123456 then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. 8. Now, you will have to click on "Login" button. 9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 125708" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) 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.evoting.nsdl.com to reset the password.
- b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

29. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

30. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/ OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. 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 networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**By Order of the Board of Directors of
Simbhaoli Sugars Limited**

**Sd/-
Shubham Kandhway
Company Secretary
Membership No. FCS-10757**

**Date: 17.08.2023
Place: Simbhaoli**

EXPLANATORY STATEMENT FOR RESOLUTION NUMBER 4, 5 AND 6 OF THE NOTICE

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the special businesses mentioned under resolutions Nos. 3, 4, 5 and 6 of the accompanying Notice.

Resolution No. 3: Special Resolution-Appointment of Mr. Gurmit Singh Mann (DIN: 00066653) as Director, liable to retire by rotation

Mr. Gurmit Singh Mann retires by rotation at this Annual General Meeting and, being eligible, offers herself for reappointment, as a Director. Mr. Gurmit Singh Mann has attained the age of 75 (seventy-five) years on November 5, 2010. Accordingly, approval of the members by way of special resolution is sought for her reappointment.

Mr. Mann, the Chairperson of the Company, is an eminent Industrialist and philanthropist and has an experience of over 5 decades in managing industries. He was first appointed as Managing Director in the year 1972 and subsequently as Chairman and Managing Director in the year 1989. Later he became Executive Chairman in the year 2013 and Non-Executive Chairman in the year 2016 and is entitled to receive reimbursement of expenses for participating in the Board and other meetings. Considering the seniority, expertise and vast experience of Mr. Gurmit Singh Mann, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mr. Gurmit Singh Mann as a Director would immensely benefit the Company. The Board of Directors recommends the resolution set out at Item No. 3 of the Notice for approval of members, as a Special Resolution.

Except for Mr. Mann and Ms. Gursimran Kaur Mann, Managing Director, being daughter and their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice

Resolution No. 4: Ordinary Resolution-Ratification of Cost Auditor's Remuneration FY 2023-24

As per the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), as amended from time to time, the Company is required to have an audit of its cost records conducted by a cost accountant in practice for products covered under the Companies (Cost Records and Audit) Rules, 2014. The Board, based on the recommendation of the Audit Committee, has approved the re-appointment of Mr. Satnam Singh Saggu, Cost Accountant (Membership Number 10555), as the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2024, at a remuneration of Rs.3,00,000/- (Rupees Three Lakhs) plus applicable taxes and reimbursement of reasonable out-of-pocket expenses.

In accordance with Section 148(3) of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors, for the financial year ending March 31, 2024.

The Board commends ratification of remuneration of Cost Auditors, as set out in Resolution no. 4 of the Notice for approval by the Members as an Ordinary Resolution.

None of the Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Resolution No. 5: Special Resolution- Re-appointment of Ms. Gursimran Kaur Mann (DIN: 00642094) as Managing Director and approval of payment of remuneration

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on July 31, 2023, re-appointed and approved the remuneration payable to Ms. Gursimran Kaur Mann as the Managing Director for the duration of three (3) years starting from August 2, 2023, until August 1, 2026.

The re-appointment of Ms. Mann is subject to approval by the Company's shareholders, additionally, her remuneration is subject to approval by the Company's shareholders and receipt of NOC from Lead Bank / Lenders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Ms. Mann's experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Managing Director, for a duration of three (3) years starting from August 2, 2023, until August 1, 2026, as proposed in Resolution No. 5 by way of a Special Resolution. The specific areas of expertise of Ms. Mann are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Ms. Mann as Managing Director, including her remuneration and the main clauses of the agreement to be executed between the Company has been set out in the Resolution.

Ms. Gursimran Kaur Mann satisfies all the conditions set out in Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. She is not disqualified from being a Director in terms of Section 164 of the Act.

Ms. Mann provided her consent for such re-appointment and has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Ms. Mann as specified above, are now placed before the Members for their approval. The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Except for Ms. Mann and Mr. Gurmit Singh Mann, Non-Executive Director, being father and their relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Resolution No. 6: Special Resolution-Re-appointment of Mr. Sachchida Nand Misra (DIN: 06714324) as Whole-time Director designated as Chief Operating Officer and approval of payment of remuneration

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors, at its meeting held on August 11, 2023, re-appointed and approved the remuneration payable to Mr. Sachchida Nand Misra as the Whole Time Director designated as "Chief Operating Officer" for the duration of three (3) years starting from September 18, 2023, until September 17, 2026.

The re-appointment of Mr. Misra is subject to approval by the Company's shareholders, additionally, his remuneration is subject to approval by the Company's shareholders and receipt of NOC from Lead Bank / Lenders, as per the relevant provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations.

The Board considers Mr. Misra's experience and expertise to be beneficial to the Company and therefore recommends his re-appointment as Whole Time Director designated as "Chief Operating Officer", for a duration of three (3) years starting from September 18, 2023, until September 17, 2026, as proposed in Resolution No. 6 by way of a Special Resolution. The specific areas of expertise of Mr. Misra are provided in the Annexure to this Notice.

The principal terms and conditions of re-appointment of Mr. Sachchida Nand Misra as the Whole Time Director designated as "Chief Operating Officer", including his remuneration and the main clauses of the agreement to be executed between the Company has been set out in the Resolution.

Mr. Sachchida Nand Misra satisfies all the conditions set out in Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for appointment. he is not disqualified from being a Director in terms of Section 164 of the Act.

Mr. Misra provided his consent for such re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

In compliance with the provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V to the Act read with and Regulation 17 of SEBI Listing Regulations, the terms of re-appointment and remuneration of Mr. Misra as specified above, are now placed before the Members for their approval. The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Except for Mr. Misra and his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

**By Order of the Board of Directors of
Simbhaoli Sugars Limited**

**Sd/-
Shubham Kandhway
Company Secretary
Membership No. FCS-10757**

**Date: 17.08.2023
Place: Simbhaoli**

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment/Re appointment at the Twelfth Annual General Meeting

Name of Director	Mr. Gurmit Singh Mann	Ms. Gursimran Kaur Mann	Mr. Sachchida Nand Misra
Director Identification Number (DIN)	00066653	00642094	06714324
Designation/ category of the Director	Non-Executive Non Independent Director	Managing Director	Whole Time Director designated as Chief Operating Officer
Age	88 years	40 years	66 years
Date of the first appointment	October 15, 1972*	March 24, 2011*	November 09, 2015
Date of Proposed re-appointment	September 28, 2023	August 02, 2023	September 18, 2023
Qualifications	Senior Cambridge	Graduate in Economics & Political Science, MBA	BSc, ANSI form National Sugar Institute
Profile	Mr. Gurmit Singh Mann, has been the Chairperson of the Company for past several decades. Mr. Mann has experience of over 50 years. He was designated as the Managing Director of the Company in 1972 and CMD in the year of 1989. In year 2013, he became the Executive Chairman with the change in the management structure of the Erstwhile Simbhaoli Sugars Limited. He has been the past President of the Indian Sugar Mills Association and past Chairman of the Indian Sugar & General Export Corporation Limited.	Ms. Gursimran Kaur Mann, is a graduate in Economics and Political science from USA and has an MBA from London Business School. She has previously interned at Nestle India, Cargill Geneva, and ED&F Man Brazil. She joined Simbhaoli in the year 2005 and has played a key role in introducing market forecasting, hedging and pricing models in the Company as an effective risk management strategy. She was inducted to the Board of the Company as an executive director in year 2011. She has been discharging the key role as head of the Company's commercial, marketing, trading, legal, operations, sales including domestic international and trading business and all other operations along-with the Company's joint venture businesses. Ms. Mann has been the youngest member of the Indian Sugar Mills Association (ISMA) and served on committees for all the major national commodity exchanges, the Indian Sugar Export Corporation (ISEC) and the Confederation of Indian Industry (CII).	Mr. Sachida Nand Misra, is B.Sc from Gorakhpur University, A.N.S.I. from National Sugar Institute, Kanpur. He worked in Simbhaoli Sugars Limited (SSL) for about 22 years and has left the Company as GM (Unit Head) and joined as Vice President (Project) at Bajaj Hindustan Ltd. Then, he joined as Executive President as group sugar technologist cum Unit head in Balrampur Chini Mill Group. He re-joined Erstwhile Simbhaoli Sugars Limited in 2013 as the Chief Operating Officer of the Company. Presently, he is responsible for the operations of the business units, technical supervision, sugarcane management, implementation and achieving business plan and operational policies, meeting statutory compliances at all the manufacturing units of the Company.
Experience	Over 50 years	Over 18 years	Over 38 years.
Expertise in specific functional areas	Finance, Business Planning, Governance and Operational expertise.	Finance, Marketing, Trading, legal and sales operations along with the Company's joint venture businesses	Technical supervision, sugarcane management, implementation and achieving business plan and operational policies, meeting statutory compliances
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice.	1. Dholadhar Investments Private Limited 2. Dholadhar Developers Private Limited 3. Simbhaoli Power Private Limited 4. Integrated Casetech Consultants Private Limited	5. Dholadhar Investments Private Limited 6. Dholadhar Developers Private Limited 7. Uniworld Sugars Private Limited** 8. Simbhaoli Power Private Limited 9. Integrated Casetech Consultants Private Limited 10. Simbhaoli Global Commodities DMCC	1. Simbhaoli Speciality Sugars Private Limited

Name of Director	Mr. Gurmit Singh Mann	Ms. Gursimran Kaur Mann	Mr. Sachchida Nand Misra
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	Nil	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Related to Ms. Gursimran Kaur Mann, Managing Director, he being father.	Related to Mr. Gurmit Mann, Non-Executive Non Independent Director and Chairman, she being daughter.	NIL
Shareholding in the Company including shareholding as a beneficial owner	47,26,154 Equity Shares 74,62,114 Equity Shares held by Dholadhar Investments Private Limited	41,86,672 Equity Shares	1521 Equity Shares
Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive Non-Independent Director under section 152(6) of Companies Act, 2013	Re-appointment as Managing Director	Re-appointment as Whole Time Director designated as Chief Operating Officer.
Details of Remuneration sought to be paid	He shall be paid reimbursement of expenses for participating in the Board and other meetings	As set out in the Notice	As set out in the Notice

**Appointed in erstwhile Simbhaoli Sugars Limited, which amalgamated into Simbhaoli Spirits Limited w.e.f. April 1, 2015, later renamed as Simbhaoli Sugars Limited.*

Information under clause 1 (B) of Section II of Part II of the Schedule V to the Act

S. No	General Information:	
1.	Nature of industry	Sugar Industry
2.	Date or expected date of commencement of commercial production	Not applicable. The Company's plants have been in operation for more than 8 decades.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable.
4.	Financial performance based on given indicators	The Company's operations are affected due to various reasons pertaining to sugar industry and is in losses for the last 5 years
5.	Foreign investments or collaborations, if any.	<ol style="list-style-type: none"> 1. Simbhaoli Power Private Limited is a 51% subsidiary, with a joint venture (JV) with Sindicatum Bagasse India Pte. Ltd having business in cogeneration of power. 2. Uniworld Sugars Private Limited is a joint venture Company between Simbhaoli Sugars Limited and ED&F Man Sugar Limited, England, UK. The Hon'ble High Court, Allahabad has approved Resolution Plan of Uniworld under IBC on March 17, 2021

II Information about the appointee				
1.	Name of appointee	Mr. Gurmit Singh Mann	Ms. Gursimran Kaur Mann	Mr. Sachchida Nand Misra
2.	Background details	As detailed above	As detailed above	As detailed above
3.	Past remuneration	Nil	Rs.75 Lakhs	Rs. 76 Lakhs
4.	Recognition or awards	Mr. Mann has received many industry awards and other regional level recognitions	Ms. Mann has received industry excellence award for best working at 75th Annual Convention and Sugar Expo 2017 organized by Sugar Technologists' Association of India (STAI).	No such significant Awards received. However, other regional level recognitions received.
5.	Job profile and his suitability	As set out in the Explanatory Statement	As set out in the Explanatory Statement	As set out in the Explanatory Statement
6.	Remuneration proposed	Nil	As set out in Notice	As set out in Notice
7.	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)	Not Applicable	The remuneration payable has been compared by Nomination and Remuneration Committee constituted by the Board, with the remuneration being drawn by similar remuneration in the Sugar industry.	The remuneration payable has been compared by Nomination and Remuneration Committee constituted by the Board, with the remuneration being drawn by similar remuneration in the Sugar industry.
8.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Father of Ms. Gursimran Kaur Mann, Managing Director of the Company	Daughter of Mr. Gurmit Singh Mann, Non-Executive Non Independent Director and Chairperson of the Company	None

III Other Information		
1.	Reasons of loss or inadequate profits	The Uttar Pradesh based sugar companies have been facing financial difficulties on account of higher sugar cane prices, lower realization of sugar and high finance cost.
2.	Steps taken or proposed to be taken for improvement	Various initiatives have been taken including business and financial restructuring of the businesses and steps being taken by the State and Central Governments to give support to the sugar industry.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant cost cutting measures to improve the profitability. However, barring unforeseen circumstances, the Company hopes to increase the revenue and profits further by improved margins in current year.

* Committee positions only of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee in public companies have been considered.

**Hon'ble NCLT Allahabad approved Resolution Plan of USPL vide order dated March 17, 2021.

For other details such as the number of meetings of the Board attended during FY 2022-23, remuneration last drawn in FY 2022-23 by Mr. Gurmit Man, Ms. Gursimran Kaur Mann and Mr. Sachchida Nand Misra, please refer to the corporate governance report which is a part of this Integrated Annual Report.