

June 07, 2024

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai Fax No. 022-22723121/2037/2041	The National Stock Exchange of India Limited Exchange Plaza, Bandra –Kurla Complex, Mumbai- 400051 Fax No. 022-26598237/38
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Ref: Scrip Code: NSE: SIMBHALS BSE: 539742

Sub: Notice of Postal Ballot, seeking shareholders' approval for appointment of Mr. Raghav Sharma (DIN: 10591405) as an Independent Director

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice, for seeking approval of Members of the Company for the below Special Resolution:

Brief Description of Resolution
Appointment of Mr. Raghav Sharma (DIN: 10591405) as an Independent Director of the Company.

The Company has circulated the Postal Ballot Notice, along with the Explanatory Statement pertaining to the aforementioned resolution, in electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company /Registrar and Transfer Agent/ Depositories as at close of business hours on Friday, May 31, 2024 (i.e. Cut-off date) and whose email address were registered with the Depository Participants or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Postal Ballot Notice.

The remote e-voting will commence on Monday, June 10, 2024 at 09:00 a.m. IST and will conclude on Tuesday, July 09, 2024, at 05:00 p.m. IST.

This Notice has also been hosted on Company's website at www.simbhaolisugars.com.

This is for your information and records.

Certified true copy
For Simbhaoli Sugars Limited

Shubham Kandhway
Company Secretary
M. No. F10757

**NOTICE OF POSTAL BALLOT**

[Pursuant to section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, each as amended]

EVEN	128779
E-voting Starts on	Monday, June 10, 2024
E-voting Ends on	Tuesday, July 09, 2024

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Companies Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023, (collectively referred to as (**'MCA Circular'**)), to transact the special business as set out hereunder by passing Ordinary Resolution, by way of postal ballot only by voting through electronic means (**Remote e-voting**).

In compliance with aforesaid MCA Circulars, this Postal Ballot Notice (**'Notice'**) is being sent by Simbhaoli Sugars Limited (**'the Company'**) only through electronic mode to those Members whose email address are registered with the Company/Registrar and Transfer Agent (**'RTA'**)/Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelop are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provision of Section 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the company is providing remote e-voting facility to its Member, to enable them to cast

their votes electronically instead of submitting the Postal Ballot form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members.

The Explanatory Statement pursuant to Section 102 and 110 and other applicable provision of the Act, pertaining to the said Resolutions setting out the material faces and the reasons/rationale thereof are annexed to this Notice.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **17:00 Hours (IST) on Tuesday, July 09, 2024**. The Remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Director of Company at its meeting held on April 15, 2024, appointed Mr. Sandeep Joshi (Membership No. A34701, CP No. 20884), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process.

After completion of scrutiny of the vote cast, the Scrutinizer will submit his report to the chairman or any other person authorized by him. The result declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of vote cast will be final.

The said result will be displayed on the website of the Company at www.simhaolisugars.com the website of the NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the company shares are listed viz National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE'). The result shall also be displayed on the Notice Board at the Registered office of the Company.

SPECIAL BUSINESS

ITEM NO. 01

APPOINTMENT OF MR. RAGHAV SHARMA (DIN: 10591405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications, the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Raghav Sharma (DIN: 10591405), who qualifies for being appointed as an Independent Director and who has submitted the declarations as provided in the Section 149(6) and (7) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of director, be and is hereby recommended to the Board to be appointed as an Independent Director of the Company, for a term of Five Years with effect from April 15th, 2024 till April 14th, 2029 (both day inclusive).”

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Date: June 06, 2024
Place: Simbhaoli

By order of the Board of Directors
For Simbhaoli Sugars Limited

Sd/-
Shubham Kandhway
Company Secretary
M.No. F10757

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**‘the Act’**) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice (**‘Notice’**).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register

of Members/List of Beneficial Owners as received from **MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, Delhi-110020** the Company's Registrar and Transfer Agent ('RTA')/ Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlines in this Notice. In line with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The voting rights of the Members shall be in proportion to their share of the paid-up equity capital of the Company as on the Cut-off date i.e. **Friday, May 31, 2024.**

3. The company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting is mentioned in Note No.15 of this Notice. A Member shall only avail this facility as per instruction provided herein.
4. Only those members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due non-registration of their email address with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

5. Members holding shares in physical mode and who have not updated their email address with the Company are requested to update their email addresses by writing to the MAS Services Limited ("RTA") at info@masserv.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
6. In compliance with the provisions of the Act and rules made thereunder and the Listing regulations, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes

electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

7. The remote e-voting shall commence on **9:00 Hours (IST) on Monday, June 10, 2024**, and shall end on **17:00 Hours (IST) on Tuesday, July 09, 2024**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. A copy of this Postal Ballot Notice is also available on the website of the Company www.simbhaolisugars.com the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Ordinary Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
9. The voting for this Postal Ballot cannot be exercised through proxy.
10. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. 17:00 Hours (IST) on **Tuesday, July 09, 2024**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. The documents referred to in the Explanatory Statement shall be available for inspection in electronic form and Members can inspect the same by sending an email to investors@simbhaolisugars.com.
12. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Download section of NSDL's e-voting website www.evoting.nsdl.com or contact: Mr. Raghav Shukla, Corp. GM-Legal & Company Secretary by email at investors@simbhaolisugars.com
13. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same.
14. The result of the voting by Postal Ballot will be announced on or before **Saturday, July 13, 2024**. The result along with the Scrutinizer's Report shall be

displayed on the notice board at the Registered Office the Company and shall also be placed on the Company's website www.simbhaolisugars.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the Members, immediately after the declaration of the result by the Chairman or any person authorised by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, and BSE Limited, where the shares of the Company are listed.

15. The instructions for remote e-voting by Members are as under:

The way to vote electronically on 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 for Individual shareholders holding securities in demat mode

In terms of 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 shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

	<ol style="list-style-type: none"> 2. 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 3. 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. 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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 call 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 toll free no. 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.nsdl.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.nsdl.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	Your User ID is:
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 101456 then user ID is 101456001***

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.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acssandeepjoshi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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.

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 at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investor@simbhaolisuagrs.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@simbhaolisuagrs.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

16. Other Instructions :

- a. The e-voting period commences from 9.00 Hours (IST) on Monday, June 10, 2024 and ends at 17.00 Hours (IST) on Tuesday, July 09, 2024.
- b. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, May 31, 2024 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- c. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, both physical and through e-voting, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- d. The result of the voting by Postal Ballot will be announced on or before 17.00 Hours (IST), Monday, July 15, 2024. The result along with the Scrutinizer's Report shall be displayed on the notice board at the registered office and the Corporate Office of the Company and shall also be posted on the Company's website www.simbhaolisugars.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the members, immediately after the declaration of the result by the Chairman or any person authorised by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, and BSE Limited, where the shares of the Company are listed.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO-01

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on April 15, 2024, proposed the appointment of Mr. Raghav Sharma as an Independent Director of the Company for a term of five years commencing from April 15, 2024 upto April 14, 2029, not liable to retire by rotation, for the approval of the members by way of an Ordinary Resolution.

Mr. Raghav Sharma, a practicing advocate since 2013, boasts a wealth of experience in various legal arenas, including appearances before esteemed courts and tribunals such as the Debt Recovery Tribunal, High Court in Jaipur, and State Consumer Redressal Commissions. Specializing in banking and finance, arbitration, consumer, civil, and criminal matters, Raghav has diligently represented clients across these domains. Notably, he serves as an External Legal Advisor for Arshiya Consulting Engineers Pvt. Ltd. Based in Jaipur, Raghav has contributed his legal acumen to prestigious law firms. Additionally, Raghav appears in cases before the Hon'ble High Court, Jaipur Bench, and Session Court, alongside appearances at the Debt Recovery Tribunal in Jaipur and DRAT in New Delhi, showcasing his versatility in navigating various judicial and quasi-judicial forums.

In the opinion of the Board, Mr. Raghav Sharma fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.simbhaolisugars.com and would also be made available for inspection to the Members of the Company upto Tuesday, July 09, 2024, by sending a request from their registered email address to the Company at investors@simbhaolisugars.com along with their Name, DP ID & Client ID/Folio No. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the appointment of Mr. Sharma as an Independent Director is now placed for the approval of the Members by an Ordinary Resolution.

The Board recommends the Ordinary Resolution set out in Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Raghav Sharma and his relatives, are concerned or

interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying notice.

Annexure A
INFORMATION OF DIRECTOR BEING PROPOSED TO BE APPOINTED AS PER
REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON
“GENERAL MEETINGS” IS GIVEN BELOW:

Name of Director	Mr. Raghav Sharma
Date of Birth	24.10.1987
Date of First Appointment on the Board	15.04.2024
Expertise in specific functional areas/Experience (including expertise in specific functional area) / Brief Resume	Mr. Raghav Sharma, a practicing advocate since 2013, boasts a wealth of experience in various legal arenas, including appearances before esteemed courts and tribunals such as the Debt Recovery Tribunal, High Court in Jaipur, and State Consumer Redressal Commissions. Specializing in banking and finance, arbitration, consumer, civil, and criminal matters, Raghav has diligently represented clients across these domains. Notably, he serves as an External Legal Advisor for Arshiya Consulting Engineers Pvt. Ltd. Based in Jaipur, Raghav has contributed his legal acumen to prestigious law firms. Additionally, Raghav appears in cases before the Hon'ble High Court, Jaipur Bench, and Session Court, alongside appearances at the Debt Recovery Tribunal in Jaipur and DRAT in New Delhi, showcasing his versatility in navigating various judicial and quasi-judicial forums.
Qualification	LL.B., LL.M.
Terms and Conditions of appointment	Mr. Raghav Sharma, is being appointed as a Non-Executive Independent Director of the Company for a term of upto 5 (five) consecutive years commencing from 15 April, 2024 till 14 April, 2029, not liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	Not applicable
Remuneration proposed to be paid	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.
Number of meetings of the Board attended during the financial year 2023-24	Not applicable
List of other companies in which directorship is held as on 01.01.2024	Nil
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director	Nil
Equity Shares held in the Company as on 06.06.2024	Nil

Relationship between Directors inter-se	Nil
Number of Listed Entities from which person has resigned in last three years	Nil
Justification for choosing the appointee for appointment as Independent Directors	As per his expertise and experience as mentioned above.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the explanatory statement

Date: June 6, 2024

Place: Simbhaoli

By order of the Board of Directors

For Simbhaoli Sugars Limited

Sd/-
Shubham Kandhway
Company Secretary
M.No. F10757