



05.09.2024

To,

The Manager  
The BSE Limited,  
25<sup>th</sup> Floor, PJ Towers,  
Dalal Street,  
Mumbai-400001

**SUB: NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING**

**STOCK CODE: 532102**

Dear Sir,

We hereby inform you that the 30<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Saturday, 28<sup>th</sup> September, 2024 at 11:00 A.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM').

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed the Notice of the 30<sup>th</sup> Annual General Meeting of the Company.

The Notice is being sent by email only to those members whose email addresses are registered with the Company/RTA/Depository Participant. The requirements of sending physical copies of AGM Notice have been dispensed vide "MCA" and "SEBI" Circular(s).

The Notice of the 30<sup>th</sup> Annual General Meeting is also available on the website of the company viz., [www.sbecsugar.com](http://www.sbecsugar.com).

You are requested to take the above on your records.

Thanking you,

Yours Faithfully,

For SBEC Sugar Limited

Anil Kumar Goel  
Chief Financial Officer

Encl: A/a



## SBEC SUGAR LIMITED

CIN: L15421UP1991PLC019160

**Regd Off:** Village-Loyan Malakpur, Tehsil- Baraut, Baghpat, Uttar Pradesh-250611

T.: 01234-259206, 259273, Email id: investors@sbecsugar.com, Website: www.sbecsugar.com

### NOTICE

Notice is hereby given that the 30th Annual General Meeting of the members of **SBEC Sugar Limited** will be held on **Saturday the 28th day of September, 2024 at 11:00 AM (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

#### **ORDINARY BUSINESS:**

##### **1. Adoption of Standalone and Consolidated Financial Statements**

To consider and adopt:

- The Audited Standalone financial statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon; and
- The Audited Consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the Auditors' Reports thereon.

##### **2. Re-appointment of Smt. Kumkum Modi (DIN: 00522904) as Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Kumkum Modi (DIN: 00522904), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

##### **3. Re-appointment of Sh. Jayesh Modi (DIN: 02849637) as Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Sh. Jayesh Modi (DIN: 02849637), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

#### **SPECIAL BUSINESS:**

##### **4. Regularization the Re-Appointment of Sh. Umesh Kumar Modi, as a Non-Executive Director of The Company Under Regulation 17(1)(1d) of The SEBI (LODR) Regulations, 2015.**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Sh. Umesh Kumar Modi (DIN:00002757) as Director with effect from April 01, 2024 (designated as Chairman, Non-Executive and Non-Independent Director) of the Company and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company and his re-appointment shall be due in the Annual General Meeting to be held in the year 2028 and as per the Articles of Association of the Company his office is not liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, the office of Sh. Umesh Kumar Modi shall continue as Non-Executive Non-Independent Director even after his attaining the age of 75 years during the tenure of his appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

##### **5. Regularization the appointment of Sh. Adhish Sharma as an Independent Director of the Company**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the Companies Act, 2013 and pursuant to the Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Adhish Sharma (DIN:10751609), who was appointed as an Additional Director with effect from September 16, 2024 on the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying



his intention to propose Sh. Adhish Sharma as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for the period of five (05) consecutive years commencing from September 16, 2024 and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient, to give effect to this resolution."

**6. Regularization the appointment of Sh. Rohit Chawdhary as an Independent Director of the Company**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the Companies Act, 2013 and pursuant to the Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Rohit Chawdhary (DIN:10751087), who was appointed as an Additional Director with effect from September 16, 2024 on the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Sh. Rohit Chawdhary as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for the period of five (05) consecutive years commencing from September 16, 2024 and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient, to give effect to this resolution."

**7. Regularization the appointment of Smt. Preeti Aggarwal as an Independent Director of the Company**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, read with Schedule IV of the Companies Act, 2013 and pursuant to the Regulations 16(1)(b), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Preeti Aggarwal (DIN:08889074), who was appointed as an Additional Director with effect from September 16, 2024 on the Board of Directors of the Company under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Smt. Preeti Aggarwal as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for the period of five (05) consecutive years commencing from September 16, 2024 and his office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient, to give effect to this resolution."

**8. Regularization and appointment of Sh. Vipin Kumar, as a Whole Time Director of the Company**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **"Special Resolution"**.

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197 and 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the shareholder of the Company be and is hereby accorded for regularization and appointment of Sh. Vipin Kumar (DIN:10734170) as Whole Time Director Cum Occupier of the Company for a period of 3 years commencing from August 14, 2024 to August 13, 2027 and his office shall be liable to retire by rotation.

**RESOLVED FURTHER 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 ("the Act") and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and such other approvals as may be necessary, the shareholders of the Company do hereby approve the appointment of Sh. Vipin Kumar as Whole Time Director Cum Occupier of the Company for a period of 3 years with effect from August 14, 2024 on the terms & conditions & remuneration mentioned below:

Particulars	Details
Terms of appointment	For a period of next three years from August 14, 2024 to August 13, 2027.
Remuneration payable	Amount (in Rs.)
- Basic pay	1,80,000
- Gift Allowance	6,500



- Helper Allowance	1,800
- Literature Allowance	3,600
- Medical Allowance	1,250
- LTA	14,995
- Bonus	14,995
- Special Allowance	55,260
- PF	21,600
<b>Total</b>	<b>36,00,000</b>
Other matters including interest of Director or Directors	-

In Addition to above said remuneration, following perquisites will also be provided to Sh. Vipin Kumar –

- Company or group Company owned house
- Company owned car
- Reimbursement of fuel, repair & maintenance of car, as actual
- Reimbursement of Driver Salary upto Rs. 15,000 per month.
- Reimbursement of Mobile Exp, as actual
- Reimbursement of Medical policy premium and other benefit as per company policy.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to sign and file the requisite forms and returns and other documents with statutory / regulatory authorities and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

**9. Authorization for Material Related Party Transactions with related parties**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015(“Listing Regulations”) and Section 188 to the extent applicable and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company’s policy on Related party transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and recommendation of the Audit Committee & Board of Directors, consent of the shareholders of the Company be and is hereby accorded to enter/continue to enter into the material related party transactions (whether by way of individual transaction or transactions together) with entities falling within the definition of ‘Related Party’ under Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015 for each financial year in the course of with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind, availing or rendering of any services or any other transactions of whatever nature, giving and taking of ICD’s and creation of Charge in favour of Related Parties on such terms and conditions as may be mutually agreed upon between the Board of Directors of the company and the related parties, such that the maximum value of the related party transactions with such parties, in aggregate does not exceed the value specified under each category in the explanatory statement, provided that the related party transaction shall be carried out in ordinary course of business and at arm’s length basis.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things; to finalize or vary the terms and conditions of the transactions with the aforesaid parties; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution for the purpose of giving effect to this Resolution.”

**10. Ratification of Remuneration to Cost Auditors**

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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactments(s) thereof for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable tax and reimbursement of out-of-pocket expenses payable to M/s. M.K. Singhal & Co., Cost Accountants (Firm Registration No.00074) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2025 as approved by the Board of Directors, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For & behalf of SBEC Sugar Limited**

**Sd/-**

**Umesh Kumar Modi**  
Chairman & President  
DIN: 00002757

**Date : 26.08.2024**  
**Place : New Delhi**



**NOTES:**

1. The Ministry of Corporate Affairs (MCA), Government of India, has vide its General Circular No. 14/ 2020 dated 8th April 2020, General Circular No. 17/ 2020 dated 13th April 2020 and General Circular No. 20/ 2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 10/2022 dated 28th December, 2022, permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars, SEBI Circular and pursuant to the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, 28th September, 2024, at 11:00 A.M. (IST) through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process ("e-Voting").
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 10 of the Notice, is annexed hereto.
4. **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/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, 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.**
5. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [soniyacs@gmail.com](mailto:soniyacs@gmail.com) with a copy marked to [investors@sbecsugar.com](mailto:investors@sbecsugar.com).
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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.
8. The Register of Members & Share Transfer Books of the Company will remain closed from 22nd September, 2024 to 28th September, 2024 (both days inclusive).
9. Members, who hold shares in dematerialized form, are requested to notify, changes, if any, in their address, to their respective Depository Participant and those, who hold shares in physical form, may intimate the same to the Company.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal Financial & Computer Services Pvt. Ltd for assistance in this regard.
11. The Securities and Exchange Board of India (the SEBI) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Accordingly, the Company and its Registrar and Transfer Agents (RTA) have stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization. Pursuant to SEBI circular dated 25th January, 2022, securities of the Company shall be issued in dematerialized form only while processing service requests in relation to issue of duplicate securities certificate, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agents – Beetal Financial & Computer Services Pvt. Ltd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

Further, SEBI vide its circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, effective 1st January, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents/details are updated. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication is available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to



make their service request with RTA from link [https:// http://www.beetalfinancial.com/](https://http://www.beetalfinancial.com/) or contact the Company's RTA M/s Beetal Financial & Computer Services Pvt. Ltd at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) or assistance in this regard.

As per the provisions of the Act and applicable SEBI Circular, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with RTA or make changes to their nomination details through Form SH-14 and Form ISR-3. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DPs. The relevant forms are available on the company website at [https://www.sbecsugar.com/investors/Communication to shareholders/](https://www.sbecsugar.com/investors/Communication%20to%20shareholders/).

12. Members desiring any information as regards to accounts are requested to address their questions to the Company Secretary at least 7 days before the date of the meeting so that the required information is made available at the meeting.
13. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Beetal Financial & Computer Services Pvt. Ltd.
14. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
15. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at [investors@sbecsugar.com](mailto:investors@sbecsugar.com)
16. Members who wish to inspect the relevant documents referred to in the notice can send email to [investors@sbecsugar.com](mailto:investors@sbecsugar.com) upto the date of the AGM.
17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the AGM along with the Annual Report 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, the same also has been uploaded on the website of the Company at [www.sbecsugar.com](http://www.sbecsugar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([investors@sbecsugar.com](mailto:investors@sbecsugar.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **VOTING THROUGH ELECTRONIC MEANS:**

1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (mandatory for all listed Companies), the Company is pleased to provide its Members facility to exercise their right to vote at the Annual General Meeting by elec-tronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSL).
2. The Board of Directors has appointed M/s Soniya Gupta & Associates, Company Secretaries, 135 LGF, SS Plaza, Palam Dabri Road, Mahavir Enclave, New Delhi - 110045, as a Scrutinizer to process the e-voting and submit a report to the Chairman. The results of voting shall be declared within two (2) days of the 30th Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website ([www.sbecsugar.com](http://www.sbecsugar.com)) CDSL Website and shall also be com-municated to the Stock Exchanges (BSE).
3. Mr. Anil Kumar Goel, Chief Financial Officer and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this 30th Annual General Meeting including e-voting this mail ID is [investors@sbecsugar.com](mailto:investors@sbecsugar.com).



THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <25th September, 2024 at 09:00 A.M. and ends on 27th September, 2024 at 05:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30<sup>th</sup> August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. CDSL and NSDL**

Login type	Helpdesk details
<p><b>Individual Shareholders holding securities in Demat mode with CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911</p>
<p><b>Individual Shareholders holding securities in Demat mode with NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000</p>

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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





<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant **<SBEC SUGAR LIMITED>** on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@sbecsugar.com](mailto:investors@sbecsugar.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

### **Item No 4**

Sh. Umesh Kumar Modi has been a Director on the Board of the Company since February 02, 1995, and as per the Articles of Association of the Company, his office is not liable to retire by rotation.

The SEBI had made changes through SEBI (LODR) (Amendment) Regulations, 2023, amending Regulation 17 which deals with the Board of Directors and same has already come into effect. The amended regulation is as follows-

"Pursuant to the Regulation 17(1)(1D) of the SEBI (LODR) (Amendment) Regulations, 2023 – with effect from April 01, 2024 the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the shareholders in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be:

Provided that the continuation of the director serving on the board of directors of a listed entity as on March 31, 2024, without the approval of the shareholders for the last five years or more shall be subject to the approval of shareholders in the first general meeting to be held after March 31, 2024."

The Board of Directors of the Company pursuant to the provisions of Sections 152, at its meeting held on 14th August, 2024, pursuant to the recommendations of Nomination and Remuneration Committee has approved the recommendation for the re-appointment of Sh. Umesh Kumar Modi (DIN: 00002757) as a Non-Executive Non-Independent Director of the Company pursuant to the Regulation 17 (1D) of SEBI Listing Regulations.

The Board also felt that the core skills / expertise / competencies of the Sh. Umesh Kumar Modi would be helpful for the Company for effective functioning of its business and operations even after the attaining of age of 75 years and his continuation is considered justified by the Board pursuant to Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Sh. Umesh Kumar Modi is not disqualified from being appointed as the Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Your Board recommends the resolution as set out in Item No. 4 for approval of the members as Special Resolution.

Brief resume of Sh. Umesh Kumar Modi, age, qualification, nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, names of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year, as stipulated under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are stated herein elsewhere in the notice and are also provided in the Corporate Governance Report forming part of the Annual Report.

### **Item No 5, 6 & 7 :**

The Board of Directors of the Company in its meeting held on August 26, 2024 has appointed Sh. Adhish Sharma (DIN:10751609), Sh. Rohit Chawdhary (DIN:10751087), and Smt. Preeti Aggarwal (DIN: 08889074), as Additional Independent Directors of the Company with effect from September 16, 2024. In accordance with the provisions of Section 161 of the Companies Act, 2013, the said Directors shall hold office upto the date of ensuing Annual General Meeting and they are eligible to be appointed as Independent Directors for a term of five (05) consecutive years.

In this respect, the Board of Directors have proposed the appointment of Sh. Adhish Sharma (DIN:10751609), Sh. Rohit Chawdhary (DIN:10751087), and Smt. Preeti Aggarwal (DIN: 08889074) as Independent Directors of the Company for a period of 5 years, w.e.f. September 16, 2024, and a resolution to that effect has been set out as Item No. 5, 6 & 7 of this Notice.

Sh. Adhish Sharma (DIN:10751609), Sh. Rohit Chawdhary (DIN:10751087), and Smt. Preeti Aggarwal (DIN: 08889074), are not disqualified from being appointed as a Director in terms of Section 164 of the Act and have given their consent to act as Director. They have also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, they fulfil the conditions specified in the Act and the rules made thereunder and also under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Directors.

A brief profile of the said Independent Directors to be appointed is given in Annexure 'A'.

Your Board recommends the resolution as set out in Item No. 5, 6 & 7 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, 6 & 7 of the Notice.

### **ITEM NO. 8**

The Board of Director of the Company in its meeting held on August 14, 2024 on the recommendation of the Nomination and Remuneration Committee has appointed Sh. Vipin Kumar (DIN:10734170) as Additional Whole Time Director of the Company designated as Whole Time Director cum Occupier for a period of three years with effect from August 14, 2024.



Sh. Vipin Kumar is Engineering graduate (B. Tech) and is having more than 34 years of experience in field of engineering, running of sugar plant and administration and he has given his consent to act as Whole Time Director cum Occupier of the Company.

Pursuant to Section 197(1) the appointment of any Whole Time Director shall not be made earlier than one year before the expiry of his term and the appointment of Whole Time Director is subject to the Shareholders approval by passing the resolution.

Pursuant to Section 196 (4) of the Companies Act, 2013 the terms & conditions of appointment of Sh. Vipin Kumar are hereunder:

<b>Particulars</b>	<b>Details</b>
<b>Duties</b>	The Whole Time Director shall devote his whole time and attention to the business of the Company and shall carry out such duties as may be entrusted to him by the Board from time to time.
<b>Terms of Appointment</b>	For a period of next three years from August 14, 2024 to August 13, 2027.
<b>Remuneration payable</b>	<b>Amount (in Rs.)</b>
Basic pay	1,80,000
Gift Allowance	6,500
Helper Allowance	1,800
Literature Allowance	3,600
Medical Allowance	1,250
LTA	14,995
Bonus	14,995
Special Allowance	55,260
PF	21,600
Total	36,00,000
Other matters including interest of Director or Directors	-

In Addition to above said remuneration, following perquisites will also be provided to Mr. Vipin Kumar –

- Company or group Company owned house
- Company owned car
- Reimbursement of fuel, repair & maintenance of car, as actual
- Reimbursement of Driver Salary upto Rs. 15,000 per month.
- Reimbursement of Mobile Exp, as actual
- Reimbursement of Medical policy premium and other benefit as per company policy.

Sh. Vipin Kumar 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 pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Sh. Vipin Kumar satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. In terms of Section 164 of the Act, he is not disqualified from being appointed as Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the appointment of Sh. Vipin Kumar as a Whole Time Director designated as Whole Time Director cum occupier will be beneficial to the functioning and growth of the Company.

Accordingly, the Board commends the Special Resolution as set out at Item No. 8 of the accompanying Notice in relation to the appointment of Sh. Vipin Kumar (DIN:10734170) as a Whole Time Director designated as Whole Time Director cum occupier for a period of 3 years with effect from August 14, 2024 for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

Your Board recommends the resolution as set out in Item No. 8 for approval of the members as Special Resolution.

The profile and specific areas of expertise of Sh. Vipin Kumar is provided in the Annexure to this notice. Sh. Vipin Kumar is interested or concerned in the resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

#### **Item No 9**

Pursuant to Regulation 23(4) of SEBI (LODR) Regulations, 2015 read with Company's policy on related party transactions, the material related party transactions with related parties, which either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company, in order to further its business interests enters into various transactions with the related parties, the estimated value of transactions with following related parties, who are the related parties under Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015, during the financial year 2023-24 are expected to exceed the materiality threshold as stated above.



Details of transactions with related parties pursuant to SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

**A. Moderate Leasing & Capital Services Limited**

SI No.	Particulars	Details of Transactions			
		Moderate Leasing & Capital Services Limited	Moderate Leasing & Capital Services Limited	Moderate Leasing & Capital Services Limited	Moderate Consultancy Services (unit of Moderate Leasing & Capital Services Limited)
(i)	Nature of Relationship	Promoter	Promoter	Promoter	Promoter
(ii)	Nature & material terms of the transaction	Inter Corporate Loan All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Consultancy Services All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
(iii)	Tenure of the Transaction	01-10-2024 to 30-09-2025	01-10-2024 to 30-09-2025	01-10-2024 to 30-09-2025	01-10-2024 to 30-09-2025
(iv)	Value of Transaction	Rs. 250 Crore	Rs. 1.5 Crore	Rs. 25 Crore	Rs. 4.5 Crore
(v)	Details of Loan :				
	Source of fund	The Related party has provided the loan from its internal sources.	NA	NA	NA
	Nature of Indebtedness	Unsecured	NA	NA	NA
	Cost of funds & tenure	Company shall pay the interest rate as per the terms of agreement and same shall be in force till all the obligations towards the Lender are fully met.	NA	NA	NA
	Interest Rate, Repayment & secured or unsecured	16% p.a. of Interest with repayment on demand	NA	NA	NA
	Purpose of loan	Working Capital	NA	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	38.20% of the consolidated turnover of the FY 2023-24	0.23% of the consolidated turnover of the FY 2023-24	3.82% of the consolidated turnover of the FY 2023-24	0.68% of the consolidated turnover of the FY 2022-23



<b>(vii)</b>	Justification as to why the related party transaction is in the interest of the Company	The loan are unsecured and easily available on demand.	The related party is registered NBFC with the Reserve Bank of India and have vast experience in providing the consultancy services & financial assistance, which will be beneficial for the Company.	The Corporate Guarantee given by the related parties is easily available to the Company, as the related party is a group Company.	The related party is registered NBFC with the Reserve Bank of India and have vast experience in providing the consultancy services & financial assistance, which will be beneficial for the Company.
<b>(viii)</b>	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA	NA
<b>(ix)</b>	Any other	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.

**B. G S Pharbutor Pvt. Ltd.**

<b>SI No.</b>	<b>Particulars</b>	<b>Details of Transactions</b>		
<b>(i)</b>	Nature of Relationship	Common Directors	Common Directors	Common Directors
<b>(ii)</b>	Nature & material terms of the transaction	Inter Corporate Loan All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	Sale of Material All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.	To take corporate guarantee All the material terms & conditions are finalized with the mutual consent of both the parties and as per the agreement executed between the Company & related party.
<b>(iii)</b>	Tenure of the Transaction	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025
<b>(iv)</b>	Value of Transaction	Rs. 50 Crore	Rs. 250 Crore	Rs. 25 Crore
<b>(v)</b>	Details of Loan :			
	Source of fund	The Related party has provided the loan from its internal sources.	NA	NA
	Nature of Indebtedness	Unsecured	NA	NA
	Cost of funds & tenure	Company shall pay the interest rate as per the terms of agreement and same shall be in force till all the obligations towards the Lender are fully met.	NA	NA
	Interest Rate, Repayment & secured or unsecured	16% p.a. Interest with repayment on demand	NA	NA



	Purpose of loan	Working Capital	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	7.64 % of the consolidated turnover of the FY 2023-24	38.20 % of the consolidated turnover of the FY 2023-24.	3.82 % of the consolidated turnover of the FY 2023-24
(vii)	Justification as to why the related party transaction is in the interest of the Company	The loan are unsecured and easily available on demand.	The substantial trading transactions between both the parties and financial position of the GSP permits extension of credit facilities to the company.	The Corporate Guarantee given by the related parties is easily available to the Company, as the related party is a group Company.
(viii)	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
(ix)	Any other	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.

Authorization for material related party transaction with other related parties who do not exceed the materiality threshold as stated above.

#### C. Modi Industries Limited, SBEC Bioenergy Ltd & Jayesh Tradex Private Limited

SI No.	Particulars	Modi Industries Limited	SBEC Bioenergy Limited	Jayesh Tradex Private Limited
(i)	Nature of Relationship	Common Directors	Subsidiary Company	Common Directors
(ii)	Nature & material terms of the transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc. or any other material related party transactions, Sale & Purchase of CCDs and payment of interest with respect to purchase of CCDs.	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions
(iii)	Tenure of the Transaction	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025
(iv)	Value of Transaction	Rs. 15 Crore	Rs. 25 Crore	Rs. 5 Crore
(v)	Details of Loan :	NA	NA	NA
(vi)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	2.29 % of the consolidated turnover of the FY 2023-24	3.82 % of the consolidated turnover of the FY 2023-24	0.76 % of the consolidated turnover of the FY 2023-24



<b>(vii)</b>	Justification as to why the related party transaction is in the interest of the Company	This related party transactions are beneficial of the Company.	This related party transactions are beneficial of the Company.	This related party transactions are beneficial of the Company.
<b>(viii)</b>	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
<b>(ix)</b>	Any other	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.

**D. Arvind Continental Private Limited, SBEC Systems (India) Limited & Longwell Investment Pvt. Ltd.**

<b>SI No.</b>	<b>Particulars</b>	<b>Arvind Continental Private Limited</b>	<b>SBEC Systems (India) Ltd.</b>	<b>Longwell Investments Private Limited</b>
<b>(i)</b>	Nature of Relationship	Directors are interested	Promoter Group Company	Promoter Group Company
<b>(ii)</b>	Nature & material terms of the transaction	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions.	Payment of Royalty, Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions	Sale, purchase or supply of any goods or material, availing or rendering of any service, Selling or otherwise disposing of, or buying, property of any kind, ICDs taken/given and creation of charges, payment of Interest on ICDs etc., or any other material related party transactions
<b>(iii)</b>	Tenure of the Transaction	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025	From 01.10.2024 to 30.09.2025
<b>(iv)</b>	Value of Transaction	Rs. 5 Crore	Rs. 10 Crore	Rs. 5 Crore
<b>(v)</b>	Details of Loan :	NA	NA	NA
<b>(vi)</b>	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.76 % of the consolidated turnover of the FY 2023-24	1.53 % of the consolidated turnover of the FY 2023-24	0.76 % of the consolidated turnover of the FY 2023-24
<b>(vii)</b>	Justification as to why the related party transaction is in the interest of the Company	This related party transactions are beneficial of the Company.	This related party transactions are beneficial of the Company.	This related party transactions are beneficial of the Company.
<b>(viii)</b>	Details of valuation or other external party report, if such report has been relied upon	NA	NA	NA
<b>(ix)</b>	Any other	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.	All the material terms & conditions are finalized with the mutual consent of both the parties.



All the above transactions are in the ordinary course of business and on arm's length basis and the parties shall consider all the relevant factors before executing the transactions/agreements.

Except Independent Directors & Whole Time Director and their relatives all the other non-executive directors & their relatives are interested in this resolution.

The said material related party transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration & approval by the members.

Shareholders who have any interest in the above said related parties, shall not be eligible to vote on this resolution.

**ITEM NO. 10**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s M.K. Singhal & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

The Board recommends the Ordinary Resolution at Item No. 10 for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

**For & behalf of SBEC Sugar Limited**

**Date: 26.08.2024**  
**Place : New Delhi**

**Sd/-**  
**Umesh Kumar Modi**  
**Chairman & President**  
**DIN: 00002757**





**Annuxure 'A'**

**Details of Directors seeking appointment/ re-appointment in Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

<b>Name of Director</b>	<b>Smt. Kumkum Modi</b>	<b>Sh. Jayesh Modi</b>	<b>Sh. Umesh Kumar Modi</b>
<b>Director Identification Number (DIN)</b>	00522904	02849637	00002757
<b>Date of Birth &amp; Age</b>	19/01/1951 & 73 Yr	14/11/1991 & 32 Yr	05-03-1951 & 73 years
<b>Date of Appointment</b>	May 26,2000	June 18,2010	February 3,1995
<b>Qualifications</b>	She holds Master's Degree in Arts From University of Delhi	Completed his studies in United Kingdom.	Chemical Engineering Graduate with Gold Medal from Banaras Hindu University.
<b>Skill &amp; Expertise</b>	She has varied experience of the industry of more than 30 years in field of general management and corporate advisory Services.	He has rich experience in various types of Packaging Products.	He has very vast experience in various fields like Pharmaceuticals, Cosmetics, Sugar, Iron, Power etc. He has been instrumental in bringing the largest number of internationally renowned collaborators to India like Mundipharma AG.
<b>Shareholding of Director in the Company</b>	28,300	55,487	15,71,223
<b>Relationship with other directors and KMPs of the Company</b>	Mr. Umesh Kumar Modi (Spouse) Mr. Abhishek Modi (Son) Mr. Jayesh Modi (Son)	Mr. Umesh Kumar Modi (father) Mrs. Kumkum Modi (Mother) Mr. Abhishek Modi (Brother)	Mrs. Kumkum Modi (Spouse) Mr. Abhishek Modi (Son) Mr. Jayesh Modi (Son)
<b>List of outside Directorships as on Appointment Date</b>	<ol style="list-style-type: none"> <li>1. A to Z Holdings Pvt. Ltd.</li> <li>2. Modi-Mundipharma Pvt. Ltd.</li> <li>3. Jayesh Traders Pvt. Ltd.</li> <li>4. Longwell Investment Pvt. Ltd.</li> <li>5. Modi Hitech India Ltd.</li> <li>6. Win-medicare Pvt. Ltd.</li> <li>7. Bihar Sponge Iron Ltd.</li> <li>8. Swasth Investment Private Limited</li> <li>9. Modiline Travel Service Private Limited</li> <li>10. Jai Abhishek Investments Private Limited</li> <li>11. Modi Mundipharma Beauty Products Pvt. Ltd.</li> <li>12. Umesh Modi Corp. Private Limited</li> <li>13. Modi Motors Pvt. Ltd.</li> <li>14. Beauty Products Lanka Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. SBEC Bioenergy Ltd.</li> <li>2. Bihar Sponge Iron Ltd.</li> <li>3. Modi Hitech India Ltd.</li> <li>4. Win Medicare Private Ltd.</li> <li>5. Longwell Investment Pvt. Ltd.</li> <li>6. A to Z Holdings Pvt. Ltd.</li> <li>7. Modi Mundipharma Pvt. Ltd.</li> <li>8. Jayesh Tradex Pvt Ltd.</li> <li>9. Modi Industries Ltd.</li> <li>10. Modi-Ecoweld Pvt. Ltd.</li> <li>11. Jayesh Financial Services Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. A to Z holdings Pvt. Limited</li> <li>2. Bihar Sponge Iron Limited</li> <li>3. Jai Abhishek Investments Pvt. Ltd.</li> <li>4. Longwell Investment Pvt. Ltd.</li> <li>5. Modi Goods and Retail Services Pvt. Ltd.</li> <li>6. Modi Hitech India Limited</li> <li>7. Modi Ilva India Pvt. Ltd.</li> <li>8. Modi Ilva UK Private Limited</li> <li>9. Modi Industries Limited</li> <li>10. Modi – Mundipharma Healthcare Pvt. Ltd.</li> <li>11. Modi-Mundipharma Beauty Products Private Limited</li> <li>12. Modi-Mundipharma Pvt. Ltd.</li> <li>13. Mundipharma Trading Bangladesh Pvt. Ltd.</li> <li>14. Beauty Products Lanka (Private) Limited (formerly known as Revlon Lanka (Private) Limited)</li> <li>15. Bangladesh Beauty Products Private Limited (formerly known as Revlon Trading Bangladesh Private Limited)</li> <li>16. SBEC Bioenergy Ltd</li> <li>17. SBEC Stockholding &amp; Investment Limited</li> </ol>



			18. Umesh Modi Corp Pvt. Ltd 19. Win-Medicare Private Limited 20. Appogge Pte. Ltd 21. Signutra Inc. 22. Modi-Ecoweld Pvt. Ltd. 23. Modi-Beaphar Pvt. Ltd.
<b>Chairmanship/ Membership of Committee</b>	Nil	Nil	0/1
<b>Terms and conditions of appointment/ re-appointment</b>	She is non-executive director and his office will be retire by rotation.	He is non-executive director and his office will be retire by rotation.	He is non-executive director and his office will be liable to retire by rotation as per Regulation 17(1)(1D) of SEBI (LODR) (Amendment) Regulation, 2023.
<b>Details of Remuneration last drawn and Sought to be paid</b>	NIL	NIL	NIL
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	NIL	NIL	NIL
<b>Number of Board Meetings attended as Director during the year</b>	3	4	5

<b>Name of Director</b>	<b>Sh. Vipin Kumar</b>	<b>Sh. Rohit Chawdhary</b>	<b>Sh. Adhish Sharma</b>	<b>Smt. Preeti Aggarwal</b>
<b>Director Identification Number (DIN)</b>	10734170	10751087	10751609	08889074
<b>Date of Birth &amp; Age</b>	21-06-1969 & 55 Years	12-12-1981 & 43 Years	02-11-1990 & 34 Years	20/07/1960 & 63 years
<b>Date of Appointment</b>	August 14, 2024	September 16, 2024	September 16, 2024	September 16, 2024
<b>Qualifications</b>	B. Tech	B.Com., LL.B., MBA from University of Lucknow.	B.A. LLB. (Hons.) from Amity University	Member of Institute of Company Secretaries of India.
<b>Skill &amp; Expertise</b>	He is having more than 33 years of experience in field of engineering, running of sugar plant and administration.	He have more than 45 years of vast experience in the field of different industries and he has been associated with different industries at various levels.	Having vast experience in the area of finance, administration and management of the Business.	She have a versatile experience of working with a listed Company as well as with an esteemed Delhi based law firm, well versed with the knowledge of Accounting, Corporate Law, FEMA, Stock Exchange Laws etc., and has been proficiently working in these fields for more than 15 years.
<b>Shareholding of Director in the Company</b>	NIL	NIL	NIL	NIL
<b>Relationship with other directors and KMPs of the Company</b>	NIL	NIL	NIL	NIL



<b>List of outside Directorships as on Appointment Date</b>	NIL	NIL	NIL	1. SHREE NIRMAN LTD 2. ANKITA PRATISTHAN LIMITED 3. MAYUKA INVESTMENT LIMITED
<b>Chairmanship/ Membership of Committee</b>	Nil	Nil	Nil	Nil
<b>Terms and conditions of appointment/ re-appointment</b>	Appointed for the 3 years w.e.f., August 14, 2024, subject to necessary approval of the shareholders at the ensuing Annual General Meeting.	Appointed for the first term of 5 years w.e.f., September 16, 2024, subject to necessary approval of the shareholders at the ensuing Annual General Meeting.	Appointed for the first term of 5 years w.e.f., September 16, 2024, subject to necessary approval of the shareholders at the ensuing Annual General Meeting.	Appointed for the first term of 5 years w.e.f., September 16, 2024, subject to necessary approval of the shareholders at the ensuing Annual General Meeting.
<b>Details of Remuneration last drawn and Sought to be paid</b>	Mention in explanatory statement in Item no. 8	NIL	NIL	NIL
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	NIL	NIL	NIL	NIL
<b>Number of Board Meetings attended as Director during the year</b>	NA	NA	NA	NA