

AVADH/SE/2021-22/57

February 11, 2022

The Manager
Listing Department
National Stock Exchange of India Limited
'Exchange Plaza'
C - 1, Block G
Bandra-Kurla Complex
Bandra (E)
Mumbai 400051
SYMBOL – AVADHSUGAR

The Manager
Listing Department
BSE Ltd.
1st Floor, New Trading Ring
Rotunda Building
P.J. Towers
Dalal Street, Fort
Mumbai-400 001
STOCK CODE - 540649

Dear Sir,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of Postal Ballot Notice ("Notice") dated February 2, 2022 being sent to the members of the Company seeking their approval through Postal Ballot only by way of remote electronic voting ("remote e-voting") in respect of the Resolution(s), as set out in the said Notice.

In accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice is being sent only by email to all the members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or their respective depository participant(s) and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, February 4, 2022.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for the purpose of providing remote e-voting facility to its members. The remote e-voting shall commence on Saturday, February 12, 2022 at 9:00 A.M. (IST) and shall end on Sunday, March 13, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter.

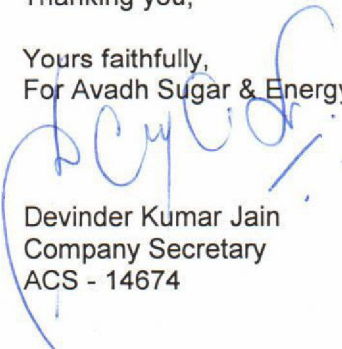
The result of Postal Ballot will be announced on or before Tuesday, March 15, 2022.

Notice will also be available on the website of the Company i.e. www.birla-sugar.com and on the website of NSDL www.evoting.nsd.com.

This is for your kind information and record.

Thanking you,

Yours faithfully,
For Avadh Sugar & Energy Limited


Devinder Kumar Jain
Company Secretary
ACS - 14674



Encl – as above



K.K. BIRLA GROUP OF SUGAR COMPANIES

Corporate Office: 5th Floor, Birla Building, 9/1 R. N. Mukherjee Road, Kolkata 700 001

Phone: +91 33 2243 0497 / 8, 2248 7068, 7185 3000, 4082 3700 • Email: birlasugar@birla-sugar.com

Regd. Office: P.O. Hargaoon, Dist. Sitapur, U.P., PIN 261 121 • Website : www.birla-sugar.com • CIN: L15122UP2015PLC069635



CIN: L15122UP2015PLC069635

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121

Email: avadhsugar@birlasugar.org; Website: www.birla-sugar.com

Phone: (05862) 256220 Fax (05862) 256225

To the members of the Company,

Notice is hereby given that the resolution(s) set out below are proposed to be passed by the members of Avadh Sugar & Energy Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution(s) mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Shri Mohan Ram Goenka, a Practising Company Secretary, (C.P. 2551), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Sunday, March 13, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report after completion of scrutiny, to the Chairperson or any other authorized person of the Company. The results of e-voting will be announced on or before Tuesday, March 15, 2022 and communicated on the same day to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents and shall also be displayed on the Company's website: www.birla-sugar.com. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Anand Ashvin Dalal (DIN: 00353555) as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anand Ashvin Dalal (DIN: 00353555) who holds office of Independent Director upto March, 13, 2022 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from March 14, 2022 upto March 13, 2027.

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

2. Re-appointment of Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Pradip Kumar Bishnoi (DIN: 00732640) who holds office of Independent Director upto March, 13, 2022 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from March 14, 2022 upto March 13, 2027.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Pradip Kumar Bishnoi as a ‘Non-Executive Independent Director’ of the Company, for the said term of 5 years, notwithstanding that on 3rd July, 2026 he attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution.”

3. Re-appointment of Mr. Gaurav Swarup (DIN: 00374298) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Gaurav Swarup (DIN: 00374298) who holds office of Independent Director upto March, 13, 2022 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from March 14, 2022 upto March 13, 2027.

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

4. Re-appointment of Mr. Kalpataru Tripathy (DIN: 00865794) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Kalpataru Tripathy (DIN: 00865794) who holds office of Independent Director upto March, 13, 2022 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from March 14, 2022 upto March 13, 2027.

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

5. Re-appointment of Mrs. Kausalya Madhavan (DIN: 05198559) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Kausalya Madhavan (DIN: 05198559) who holds office of Independent Director upto February 10, 2022 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from February 11, 2022 upto February 10, 2027.

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

6. Continuation of Mrs Nandini Nopany (DIN:00051362) as a Non-Executive Director

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for the continuation of Mrs. Nandini Nopany (DIN: 00051362) as Non-Executive Director of the Company, after she attains the age of seventy five (75) years, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution.”

7. To approve revision in remuneration payable to Non-Executive Directors by way of Commission

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for payment, by way of commission, to the Non-Executive Directors of the Company (i.e. other the Whole-time Directors), during the period of 5 (five) financial years commencing from 1st April 1, 2021, such sum and in such manner as may be determined by the Board of Directors of the Company from time to time, but not exceeding, in any financial year, 1% (one percent) of the net profits of the Company computed in the manner prescribed under Section 198 of the Companies Act, 2013 (including any modification(s) or re-enactment thereof, for the time being in force) and subject to the maximum of Rs. 10,00,000 per financial year per Non-Executive Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do and perform all such acts, deeds and things and take all such steps as may be necessary, expedient or incidental to give effect to this resolution.”

By order of the Board
For Avadh Sugar & Energy Limited

Devinder Kumar Jain
Company Secretary
ACS - 14674

Place: Kolkata

Dated: 2nd February, 2022

Notes:

1. Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 4, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.birla-sugar.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to kolkata@linkintime.co.in, if the shares are held in physical form.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on Saturday, February 12, 2022 and ends at 5:00 p.m. (IST) on Sunday, March 13, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, March 13, 2022.
10. All documents referred to in this Postal Ballot Notice will be available for inspection electronically on the website of the Company www.birla-sugar.com.

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- (i) Pursuant to the provisions of Section 108 of the Act, and other applicable provisions of the Act read with Rules and Regulation 44 of the SEBI Listing Regulations, as amended read with circular dated December 9, 2020 of SEBI on e-Voting facility provided by listed entities, the Company is providing e-voting facility of National Securities Depository Limited (NSDL) to its Members to exercise their right to vote on all the resolutions set forth in this Notice by electronic means.
- (ii) The remote e-voting period commences on Saturday, 12th February, 2022 (9:00 a.m. IST) and ends on Sunday, 13th March, 2022 (5:00 p.m. IST).

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:


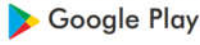


The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. 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 or joining virtual meeting & 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. 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 toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

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?

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***

1. 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 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.**

2. 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
4. Now, you will have to click on “Login” button.
5. 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 and General Meeting is in active status.
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 goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
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.
3. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL 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 kolkata@linkintime.co.in.
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 kolkata@linkintime.co.in. 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.
4. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item no. 1.

Mr. Anand Ashvin Dalal was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 ("Act"), with the approval of shareholders at their Annual General Meeting held on July 31, 2017, for a tenure of 5 years effective from March 14, 2017. His existing term expires on March 13, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr. Anand Ashvin Dalal would require the approval of the members of the Company by June 13, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mr. Anand Ashvin Dalal, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise in the areas of Accounting and Finance, Statutory Compliance, Business Planning and Strategy, Human Resource Management, Corporate Affairs and Leadership, the NRC has recommended re-appointment of Mr. Anand Ashvin Dalal, as an Independent Director for a second term.

Based on such recommendation of the NRC and the contribution of Mr. Anand Ashvin Dalal over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

Mr. Anand Ashvin Dalal is also the Chairperson of the Audit Committee and Stakeholders Relationship Committee and a Member of the Nomination and Remuneration Committee of the Board of Directors of the Company. He has given his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act or debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

Copy of the draft letter of appointment of Mr. Anand Ashvin Dalal setting out the terms and conditions of appointment is available on the website of the Company www.birla-sugar.com. Details of Mr Anand Ashvin Dalal are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mr. Anand Ashvin Dalal to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the resolution set forth in Item no. 1 for the approval of the Members, by passing the resolution as a Special Resolution.

Item no. 2.

Mr. Pradip Kumar Bishnoi was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 ("Act"), with the approval of shareholders at their Annual General Meeting held on July 31, 2017, for a tenure of 5 years effective from March 14, 2017. His existing term expires on March 13, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr. Pradip Kumar Bishnoi would require the approval of the members of the Company by June 13, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mr. Pradip Kumar Bishnoi, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise in the areas of Accounting and Finance, Statutory Compliance, Business Planning and Strategy, Risk Management, Human Resource Management, Corporate Affairs and Leadership, the NRC has recommended re-appointment of Mr. Pradip Kumar Bishnoi, as an Independent Director for a second term.

Based on such recommendation of the NRC and the contribution of Mr. Pradip Kumar Bishnoi over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company. The Board recommends the re-appointment of Mr. Pradip Kumar Bishnoi as an Independent Director of the Company for the second term from March 14, 2022 up to March 13, 2017, even though he would attain the prescribed age of seventy five years during the proposed second term of appointment. Further, pursuant to the provisions of the Listing Regulations, the approval of the Members by way of a Special Resolution is required for continuing the appointment of a Non-Executive Director (which includes independent director), who shall attain the age of seventy five years during his term of appointment. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

Mr. Pradip Kumar Bishnoi is also a Member of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee as well as Chairperson of the Risk Management Committee of the Board of Directors of the Company. He has given his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act or debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

Copy of the draft letter of appointment of Mr. Pradip Kumar Bishnoi setting out the terms and conditions of appointment is available on the website of the Company www.birla-sugar.com. Details of Mr. Pradip Kumar Bishnoi are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mr. Pradip Kumar Bishnoi to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the resolution set forth in Item no. 2 for the approval of the Members, by passing the resolution as a Special Resolution.

Item no. 3.

Mr. Gaurav Swarup was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 ("Act"), with the approval of shareholders at their Annual General Meeting held on July 31, 2017, for a tenure of 5 years effective from March 14, 2017. His existing term expires on March 13, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr. Gaurav Swarup would require the approval of the members of the Company by June 13, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mr. Gaurav Swarup, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise in the areas of Accounting and Finance, Statutory Compliance, Business Planning and Strategy, Engineering and Technology, Human Resource Management, Corporate Affairs and Leadership, the NRC has recommended re-appointment of Mr. Gaurav Swarup, as an Independent Director for a second term.

Based on such recommendation of the NRC and the contribution of Mr. Gaurav Swarup over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

Mr. Gaurav Swarup is also the Chairperson of the Nomination and Remuneration Committee and a Member of the Stakeholders Relationship Committee of the Board of Directors of the Company. He has given his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act or debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

Copy of the draft letter of appointment of Mr. Gaurav Swarup setting out the terms and conditions of appointment is available on the website of the Company www.birla-sugar.com. Details of Mr. Gaurav Swarup are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mr. Gaurav Swarup to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the resolution set forth in Item no. 3 for the approval of the Members, by passing the resolution as a Special Resolution.

Item no. 4.

Mr. Kalpataru Tripathy was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 ("Act"), with the approval of shareholders at their Annual General Meeting held on July 31, 2017, for a tenure of 5 years effective from March 14, 2017. His existing term expires on March 13, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mr. Kalpataru Tripathy would require the approval of the members of the Company by June 13, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mr. Kalpataru Tripathy, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise in the areas of Statutory Compliance, Corporate Laws, Accounting and Finance, Business Planning and Strategy, Corporate Affairs, Human Resource Management, Risk Management and Leadership, the NRC has recommended re-appointment of Mr. Kalpataru Tripathy, as an Independent Director for a second term.

Based on such recommendation of the NRC and the contribution of Mr. Kalpataru Tripathy over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

Mr. Kalpataru Tripathy is also a Member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company. He has given his consent to act as Director of the Company along with a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act or debarred from holding the office of director by virtue of any SEBI order and he is independent of the management.

Copy of the draft letter of appointment of Mr. Kalpataru Tripathy setting out the terms and conditions of appointment is available on the website of the Company www.birla-sugar.com. Details of Mr. Kalpataru Tripathy are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mr. Kalpataru Tripathy to whom the resolution relates and his relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the resolution set forth in Item no. 4 for the approval of the Members, by passing the resolution as a Special Resolution.

Item no. 5.

Mrs. Kausalya Madhavan was appointed as an Independent Director of the Company under the provisions of the Companies Act, 2013 ("Act"), with the approval of shareholders at their Annual General Meeting held on September 2, 2019, for a tenure of 3 years effective from February 11, 2019. Her existing term expires on February 10, 2022.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution. Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), effective January 1, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the re-appointment of Mrs. Kausalya Madhavan would require the approval of the members of the Company by June 13, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, has evaluated the performance of Mrs. Kausalya Madhavan, as Independent Director based on the performance evaluation parameters which include level of participation in decision making process, understanding of Company's business and industry, ensuring adequacy and functionality of vigil mechanism, communicating inter-se with Board members and senior management etc. On the basis of the report of performance evaluation and having regard to his qualifications, knowledge, rich experience and expertise in the areas of Accounting and Finance, Statutory Compliance, Risk Management, Information Technology, Corporate Affairs and Leadership, the NRC has recommended re-appointment of Mrs. Kausalya Madhavan, as an Independent Director for a second term.

Based on such recommendation of the NRC and the contribution of Mrs. Kausalya Madhavan over the years as an Independent Director of the Company, the Board believes that his continued association as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

Mrs. Kausalya Madhavan is also a Member of the Audit Committee, Stakeholders Relationship Committee and Risk Management Committee of the Board of Directors of the Company. She has given her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Listing Regulations and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act or debarred from holding the office of director by virtue of any SEBI order and she is independent of the management.

Copy of the draft letter of appointment of Mrs. Kausalya Madhavan setting out the terms and conditions of appointment is available on the website of the Company www.birla-sugar.com. Details of Mrs. Kausalya Madhavan are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mrs. Kausalya Madhavan to whom the resolution relates and her relatives (to the extent of their shareholding interest in the Company), none of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Your Directors recommend the resolution set forth in Item no. 5 for the approval of the Members, by passing the resolution as a Special Resolution.

Item no. 6.

The members of the Company at the Seventh Annual General Meeting held on August 23, 2021 had approved the re-appointment of Mrs. Nandini Nopany as Director of the Company, liable to retire by rotation.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 01, 2019, no listed entity shall appoint or continue the directorship of a non-executive director who has attained the age of seventy five years, unless a special resolution is passed to that effect.

Mrs. Nandini Nopany shall attain the age of 75 (seventy five) years on May 11, 2022. Accordingly, approval of the members by way of special resolution is required for continuation of directorship of Mrs. Nandini Nopany after she attains the age of 75 years. Mrs. Nandini Nopany (DIN: 00051362), Chairperson of the Company, is an eminent industrialist and philanthropist and has experience of over 40 years in managing industries.

Mrs. Nandini Nopany holds 99,404 equity shares in the Company and she is a relative (as defined under the Companies Act, 2013 and Rules thereunder) of Mr Chandra Shekhar Nopany, Co-Chairperson of the Company.

Mrs. Nandini Nopany was first appointed on the Board of Directors of the Company with effect from August 29, 2016. She is the Chairperson of the Company since August 29, 2016. She is entitled to receive sitting fee for attending the meetings of the Board of Directors and Committees thereof and payment by way of commission within the limits approved by the members. She has attended 5 meetings of the Board of Directors of the Company held during the financial year 2021-22. The Company has paid sitting fee of Rs. 2,40,000/- to her during the financial year 2021-22.

Under the guidance and mentorship of Mrs. Nandini Nopany, the Company has achieved substantial growth since inception. The revenue and profitability of the Company has increased substantially. Considering the seniority, expertise and vast experience of Mrs. Nandini Nopany, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that continuation of Mrs. Nandini Nopany as a Director would immensely benefit the Company. The details of other Indian companies in which Mrs. Nandini Nopany is a Director, are as under:

1.	Ronson Traders Limited
2.	Ganges Securities Limited
3.	Nilgiri Plantations Limited
4.	Cinnatolliah Tea Limited
5.	Shital Commercial Limited
6.	Uttam Commercial Limited
7.	Centre Stage Creations Private Limited

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 2, 2022 has recommended to the members of the Company to approve the continuation of Mrs. Nandini Nopany as Director of the Company after she attains the age of 75 years.

Save and except Mrs. Nandini Nopany and Mr Chandra Shekhar Nopany, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 6 of the Notice for approval of members.

Item no. 7.

The shareholders of the Company at the Annual General Meeting held on September 16, 2016 had approved payment of commission up to one per cent of the net profits of the Company to each of the Non-Executive Directors of the Company for a period of 5 (five) years starting from the financial year 2017-18, which is valid till March 31, 2020. The Board of Directors had fixed a ceiling of Rs. 6,00,000 (Rupees Six Lakhs only) per non-executive directors per annum.

In order to appropriately remunerate the Non-Executive Directors commensurate with the responsibilities and time and efforts put in by them, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, has recommended to the members of the Company for their approval, payment, by way of commission, to the Non-Executive Directors of the Company for a period of 5 (five) financial years commencing from the financial year 2021-22.

The aggregate commission payable to all the Non-Executive Directors in a financial year, shall not exceed 1% (one per cent) of the net profits of the Company computed in the manner prescribed under Section 198 of the Companies Act, 2013 ("Act"). The commission payable to a Non-Executive Director during a financial year shall not exceed Rs. 10,00,000 (Rupees Ten Lakhs only) and it shall be paid in addition to the sitting fee payable to the Non-Executive Directors for attending meetings of the Board of Directors and Committees thereof.

The Company has not defaulted in the payment of dues to any bank or public financial institution or any other secured creditor. In pursuance of Section 197 of the Act read with the Articles of Association of the Company, the payment by way of commission to Non-Executive Directors requires approval of the members by way of an ordinary resolution. All the Non-Executive Directors of the Company (to the extent of commission payable to them) are interested in the resolution. None of the other Directors, key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the resolution set out at Item No. 7 of the Notice for approval of members.

ANNEXURE TO THE NOTICE

Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2) with respect to Director Seeking Appointment / Re-appointment is as under:

Name of the Director	Mr. Anand Ashvin Dalal	Mr. Gaurav Swarup	Mr. Pradip Kumar Bishnoi	Mr. Kalpataru Tripathy	Mrs. Kausalya Madhavan
Age	56 years	65 years	70 years	49 years	62 years
Qualifications Experience (including expertise in specific functional area) / Brief Resume	Mr. Anand Ashvin Dalal is a commerce graduate and an eminent corporate personality, a stock broker and an ex-merchant banker. He has over 35 years of rich experience in stock broking and merchant banking activities.	Mr. Swarup is holder of Masters Degree in Business Administration (MBA) from Harvard University, U.S.A. and has done his Mechanical Engineering from Jadavpur University. He is the Managing Director of Paharpur Cooling Towers Ltd.	Mr. Bishnoi is MBA from IIM, Ahmedabad, besides having done Management Programme at Oxford, UK and Programme on Utility Regulators at World Bank, Florida University. USA. Mr. Pradip Kumar Bishnoi has over 42 years of experience and insights into the industries of steel, natural gas, industrial packaging, lubricants, etc.	Mr. Tripathy has done B.Sc. (Chemistry Hons) and LLB from Delhi University besides PG Diploma in International Business Laws from Indian Society of International Law, New Delhi. He has experience of about 25 years in the Corporate Law area and specializes in Mergers and Acquisitions, Joint Ventures, Private Equity and General Corporate practice.	Mrs. Madhavan is a Chartered Accountant and holds a Graduate Degree in Commerce from the University of Madras. She started her career in the year 1984 with A F Ferguson & Co, New Delhi and also worked with Price Waterhouse Cooper, HCL Technologies thereby implementing SAP and Oracle ERP practices. She is the founder and CEO of www.shopkhoj.com.
Terms and Conditions of re-appointment	As per the resolution set out in this Notice read with the Statement	As per the resolution set out in this Notice read with the Statement	As per the resolution set out in this Notice read with the Statement	As per the resolution set out in this Notice read with the Statement	As per the resolution set out in this Notice read with the Statement
Remuneration last drawn (including sitting fees, if any)	Rs. 4,80,000/- as sitting fees during financial year 2021-22	Rs. 3,60,000/- as sitting fees during financial year 2021-22	Rs. 4,20,000/- as sitting fees during financial year 2021-22	Rs. 4,00,000/- as sitting fees during financial year 2021-22	Rs. 4,00,000/- as sitting fees during financial year 2021-22
Remuneration proposed to be paid	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.	Sitting Fees and commission as may be approved by the Company in accordance with the applicable provisions of law.
Date of first appointment on the Board	14 th March, 2017	14 th March, 2017	14 th March, 2017	14 th March, 2017	11 th February, 2019
Shareholding in the Company as on date of notice	NIL	NIL	NIL	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	NONE	NONE	NONE	NONE	NONE

Number of meetings of the Board attended during the financial year (FY 2021-22)	6	4	6	6	6
Companies in which the Directors hold directorships and Committee positions	<ul style="list-style-type: none"> • Jamshri Realty Limited # • Ashvin Chinubhai Broking Private Limited • Andromeda Derivative Strategies Limited 	<ul style="list-style-type: none"> • Graphite India Limited # Member, Audit Committee • Swadeshi Polytex Ltd # • KSB Limited # Member, Audit Committee Member, Stakeholders Relationship Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee • Industrial And Prudential Investment Company Limited # Chairperson, Corporate Social Responsibility Committee • TIL Limited # Chairperson, Audit Committee Member, Stakeholders Relationship Committee Member, Nomination and Remuneration Committee • Paharpur Cooling Towers Limited • Paharpur 3P Private Limited • Medica Synergie Private Limited • Garima Private Limited 	<ul style="list-style-type: none"> • Rane Holdings Limited # Member, Nomination and Remuneration Committee • Rane (Madras) Limited# Chairperson, Audit Committee Member, Stakeholders Relationship Committee Member, Risk Management Committee 	<ul style="list-style-type: none"> • JK Tyre & Industries Limited # Member, Nomination and Remuneration Committee Member, Risk Management Committee • The Sirpur Paper Mills Limited Chairperson, Audit Committee Chairperson, Nomination and Remuneration Committee • S V Creditline Limited Member, Audit Committee Member, Nomination and Remuneration Committee Member, Corporate Social Responsibility Committee Member, IT Strategy Committee • Enviro Tech Ventures Limited • Cavendish Industries Limited Chairperson, Audit Committee Member, Nomination and Remuneration Committee • Alpha Corp Development Private Limited 	<ul style="list-style-type: none"> • Shopkhoj Content Private Limited
# Listed Companies					
Listed companies from which the Directors have resigned in the past three years	NONE	NONE	NONE	<ul style="list-style-type: none"> • Texmaco Infrastructure & Holdings Limited w.e.f. 15.07.2021 	NONE