



25th August 2022

Dept. of Corporate Services,
BSE Limited
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra(E), Mumbai- 400 051

BSE Scrip Code : 532670

NSE Symbol : RENUKA

Sub.: Notice of 26th Annual General Meeting of the Company - Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Further to our intimation dated 9th August 2022 and in terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of 26th Annual General Meeting of the Company scheduled on **Friday, 16th September at 11.00 am** IST through Video Conferencing (VC). Notice of the 26th AGM of the Company is being sent via email only to those members whose email addresses are registered with the Company / Registrar and Share Transfer Agent (RTA) / Depositories, on 19th August 2022.

Further, the Company has fixed 9th September 2022 as the cut-off date to determine the eligibility of the members to cast their vote by electronic means and e-voting during the 26th AGM of the Company. The remote e-voting period will commence on Tuesday, 13th September 2022 (9.00 a.m. IST) and end on Thursday, 15th September 2022 (5.00 p.m. IST).

The said AGM Notice along with the Annual Report for the financial year 2021-22 is available on Company's website www.renukasugars.com.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,
For Shree Renuka Sugars Limited

Deepak Manerikar
Company Secretary

Encl: As above

Shree Renuka Sugars Limited

Corporate Office : 7th Floor • Devchand House • Shiv Sagar Estate • Dr. Annie Besant Road • Worli Mumbai 400 018 • Maharashtra • India
P +91 22 2497 7744/4001 1400 F +91 22 2497 7747 E info@renukasugars.com

Registered Office : 2nd / 3rd Floor, Kanakshree Arcade, CTS No. 10634, JNMC Road, Nehru Nagar, Po : Belagavi - 590 010 • Karnataka • India
P +91 831 2404000 F +91 831 2404961

W www.renukasugars.com • Corporate Identification No. : L01542KA1995PLC019046

AGM Notice

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting (AGM) of Shree Renuka Sugars Limited ("the Company" or "SRSL") will be held on **Friday, 16th September 2022** at **11:00 a.m.** through Video Conferencing ('VC') to transact the following business:

Ordinary Business

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the Reports of the Board of Directors and the Auditors thereon.
- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Charles Loo Cheau Leong (DIN: 08737827), who retires by rotation and being eligible, offers himself for re-appointment.
- To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being, consent of the members be and is hereby accorded for re-appointing M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003), as the Statutory Auditors of the Company, for a second consecutive term to hold office for a term of 5 (five) years from the conclusion of the 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company, on a remuneration of Rs. 14.5 Mn p.a. with powers to the Board of Directors to change the remuneration from time to time as per the recommendations of the Audit Committee."

Special Business

- Appointment of Mr. Seetharaman Sridharan (DIN: 01773791) 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 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for appointing Mr. Seetharaman Sridharan (DIN: 01773791), (who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Company with effect from 9th August, 2022 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013), as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (Three) years with effect from 9th August, 2022;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- Appointment of Mr. Siraj Hussain (DIN: 05346215) 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 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the company be and is hereby accorded for appointing Mr. Siraj Hussain (DIN: 05346215), (who was appointed by the Board of Directors as an Additional Director (Non-Executive and Independent) of the Company with effect from 9th August, 2022

and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013) as an Independent Director of the Company, not liable to retire by rotation) and to hold office for a period of 3 (Three) years with effect from 9th August 2022;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Remuneration of Mr. Atul Chaturvedi, Executive Chairman

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

"RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration/Compensation Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of annual remuneration with effect from 1st April 2022, to Mr. Atul Chaturvedi (DIN: 00175355), Executive Chairman of the Company, as set out in the Explanatory Statement annexed to the notice;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Atul Chaturvedi as Executive Chairman, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the minimum remuneration;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Remuneration of Mr. Vijendra Singh, Executive Director & Dy. CEO

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

"RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration/Compensation Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of annual remuneration with effect from 1st April 2022, to Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO of the Company, as set out in the Explanatory Statement annexed to the notice;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Vijendra Singh as Executive Director and Dy. CEO, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the minimum remuneration;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. Remuneration of Mr. Ravi Gupta, Executive Director

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

"RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration/Compensation Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of annual remuneration with effect from 1st April 2022, to Mr. Ravi Gupta (DIN: 00133106), Executive Director of the Company, as set out in the Explanatory Statement annexed to the notice;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. Ravi Gupta as Executive Director, he shall be paid remuneration as set out in the

Explanatory Statement referred to above as the minimum remuneration;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Revision in limit of material related party transactions for FY 2022-23

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

"RESOLVED THAT in partial modification of earlier resolution passed by the members through postal ballot on 25th March 2022 in this regard and pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies

Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), 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 subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approvals, consents, permissions and/ or sanctions which may be agreed to by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to revise the limit of related party transactions to be entered into with Wilmar Sugar India Pvt. Ltd., from time to time, during FY 2022-23, as per details given below:

Sr. No.	Name of Related Party	Nature of Relationship	Nature and Particulars of Contract	Duration	Earlier Limit (Amount [Rs. in Mn] unless specified otherwise)	Revised Limit (Amount [Rs. in Mn] unless specified otherwise)
1	Wilmar Sugar India Private Limited (WSIPL)	Related party & Company are Subsidiaries of the same holding company, Wilmar Sugar Holdings Pte. Ltd.	Purchase/ Sale of Sugar Purchase of RoDTEP Scrips Management services at Rs. 100/- per tonne of sugar purchased by WSIPL	FY 2022-23	20,000	30,000

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the aforesaid party, 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."

11. Approval of remuneration of Cost Auditors for FY 2022-23

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 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded to the payment of remuneration of Rs. 5,50,000 (Rupees Five Lakh Fifty Thousand only) (plus applicable tax and out of pocket expenses, if any, for the purpose of Audit) to M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) appointed as Cost Auditors by the Board of Directors of the Company for conducting the cost audit for the financial year ending 31st March 2023;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby

authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

25th August 2022, Mumbai

Regd. Office:

2nd and 3rd Floor,
Kanakashree Arcade,
CTS No.10634, JNMC Road, Neharu Nagar,
Belagavi – 590010, Karnataka
CIN: L01542KA1995PLC019046

Notes for e-AGM Notice

1. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021 and 5th May 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May 2020, 15th January 2021 and 13th May 2022 respectively issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 26th Annual General Meeting of the company (AGM) is being conducted through Video Conferencing/ Other Audio Visual Means (VC/OAVM), which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/ OAVM.
2. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars and the SEBI Listing Regulations, the 26th Annual General Meeting of the company being conducted through VC herein after called as “e-AGM”.
3. **e-AGM:** The Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agent of the Company, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
4. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
5. 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 / SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013 (‘the Act’), authorized representative of the Corporate Member(s) may be appointed for the purpose of voting through remote e-Voting, for participation in the e-AGM through VC/OAVM and e-Voting during the e-AGM.
6. The presence of the Members attending the e-AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special/Ordinary Business to be transacted at the Meeting is annexed hereto. The Board of Directors of the Company, through circular resolution dated 25th August 2022, considered that the Special business under Item Nos. 5 to 11, being considered unavoidable, be transacted at this e-AGM.
8. Members may note that the details of the Director seeking appointment / re-appointment as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI) forms an integral part of the notice. Requisite declarations have been received from the Director for seeking appointment / re-appointment.

9. Applicable statutory records and all the documents referred to in the accompanying Notice of the 26th AGM and the Explanatory Statement shall be available for inspection by the members at the Registered Office and Corporate Office of the Company on all working days during business hours up to the date of the Meeting. Such documents will also be available electronically for inspection by the members from the date of circulation of this notice upto the date of e-AGM and during the e-AGM. Members seeking to inspect such documents can send an email to groupcs@renukasugars.com.
10. The Company has appointed Ms. Tehseen Khatri of M/s. T F Khatri & Associates, Practicing Company Secretary, having Membership No. F9093 and CP No. 10417, to act as Scrutinizer to scrutinize the remote e-voting process and e-voting at the e-AGM in a fair and transparent manner. The members desiring to vote through remote e-voting / e-voting at e-AGM are requested to refer to the detailed procedure given hereinafter.
11. The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with Scrutinizer's Report shall be placed on the website of the Company. The results shall simultaneously be communicated to stock exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited.
12. Members are requested to register/update their email addresses by following the below steps to receive all future communications (including Notice of this AGM) from the Company electronically;
- Members holding shares in physical mode – Request to the Company in writing with details such as folio number, email address, mobile number and attaching a self-attested copy of PAN Card and any document (such as Driving license, Passport, Bank statement, Aadhar) by email at einward.ris@kfintech.com or to the Company at groupcs@renukasugars.com.
 - Members holding shares in dematerialized mode - Register / update their email addresses with your respective DP.
 - Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number registered / updated with the RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com for obtaining the Notice of AGM.
- d. In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., 9th September 2022, such person may obtain the User ID and Password from KFinTech by e-mail request on einward.ris@kfintech.com / rajeev.kr@kfintech.com.
13. All communications relating to shares are to be addressed to the Company's RTA i.e., KFin Technologies Limited, Selenium Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll free Number+ 1800 309 4001, e-Mail id: einward.ris@kfintech.com, website: www.kfintech.com.
14. Members may note that the Notice of AGM will also be available on the Company's website www.renukasugars.com, and on websites of the Stock Exchanges, i.e., BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://evoting.kfintech.com>.
15. Members can avail the nomination facility in respect of shares held by them in physical form pursuant to Section 72 of the Act read with relevant rules. Members desiring to avail this facility may send their nomination in the prescribed Form SH. 13 duly filled in, signed and send to the Company or RTA.
16. In terms of Listing Regulations, the securities of the listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.
17. Since the AGM will be held through VC / OAVM,

the Route Map is not annexed in this Notice.

18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the RTA at the address mentioned above.
19. Details of the unpaid / unclaimed dividend, shares/dividend transferred to IEPF Authority are uploaded as per the requirements on the Company's website at www.renukasugars.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in

The shareholders whose dividend / shares have been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

20. Communication through e-mail: Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members.

Further, as per the statutory requirement, the above stated documents are also disseminated on the Company's website www.renukasugars.com. To support green initiative, Members who have not registered their e-mail addresses with the Depositories / Company / RTA, so far, are requested to register / update their e-mail addresses in the following manner:

- a. In respect of electronic/demat holdings with the Depository, through their concerned Depository Participants. However, the members may temporarily register the same with the Company's RTA M/s. Kfin Technologies Limited at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> in the Investor services tab by providing details such as Name, DP ID, Client ID, PAN, mobile number and email address.
- b. Members who hold shares in physical form are requested to register their e-mail ID with the Company's RTA M/s. Kfin Technologies

Limited at einward.ris@kfintech.com in the Investor services tab by providing details such as Name, Folio No., Certificate number, PAN, mobile number and email address and also upload the image of share certificate in PDF or JPEG format (upto 1 MB).

On submission of the above details, a One Time Password (OTP) will be received by the Member which needs to be entered in the link for verification.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in the same manner as mentioned above.

Pursuant to the MCA Circulars and SEBI Circulars, the notice and Annual Report are being sent only by email to the Members. This Notice of AGM and Annual Report 2021- 22 will be send electronically only to the members, whose name appears in the Register of members / depositories as at closing hours of business on 19th August 2022. Members may note that this Notice and Annual Report 2021- 22 will be available on the Company's website www.renukasugars.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

Instructions for the Members for attending the e-AGM through Video Conference:

- i. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories Participant(s) [DPs] in order to increase the efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their votes without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail address with their DPs to access e-Voting facility.
- iv. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-Voting	9:00 A.M. (IST) on Tuesday, 13th September 2022
End of remote e-Voting	5:00 P.M. (IST) on Thursday, 15th September 2022

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 KFinTech upon expiry of the aforesaid period.

- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 9th September 2022.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and

holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfinotech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he / she can use his / her existing User ID and password for casting the vote.

- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the AGM Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and voting during the AGM explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.





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

Step 3: Access to join virtual meetings (AGM) of the Company on KFinTech system to participate AGM and vote during the AGM.

Details on Step 1 are mentioned below

i) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:</p> <p>i. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile.</p> <p>ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password.</p> <p>iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on Company name i.e. 'Shree Renuka Sugars Limited' or ESP i.e. KFinTech.</p> <p>v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period.</p>

Type of shareholders	Login Method
	<p>2. Those not registered under IDeAS Facility:</p> <ol style="list-style-type: none"> a. Visit https://eservices.nSDL.com for registering. b. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp c. Visit the e-voting website of NSDL https://www.evoting.nSDL.com/. d. 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. e. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. f. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. g. Click on Company name i.e "Shree Renuka Sugars Limited" or i.e KFinTech after which the Member will be redirected to KFinTech website for casting their vote during the remote e-voting period. h. Members can also download the 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="text-align: center;">   </div> <div style="text-align: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com. II. Click on New System Myeasi III. Login with your registered user id and password. IV. The members will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. After successful registration please follow the steps given in point 1 above.

Type of shareholders	Login Method
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com.</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate member by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company i.e. 'Shree Renuka Sugars Limited' or select 'KFinTech'.</p> <p>V. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>i. Members can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>ii. Once logged-in, members 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.</p> <p>iii. Click on options available against Shree Renuka Sugars Limited or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Details on Step 2 are mentioned below:

- ii) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- A. Members whose email addresses are registered with the Company / Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password

- shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., 'Shree Renuka Sugars Limited-26th AGM' and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: tfkhatriassociates@gmail.com with a copy marked to groupcs@renukasugars.com . The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- B. Members whose email addresses are not registered with the Company / Depository Participants(s), and consequently the Notice of AGM and e-voting instructions could not be serviced, will have to follow the following process:
- i. Members who have not registered their email addresses and in consequence the Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link:<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id:

einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e-voting instructions.

- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC / OAVM and Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM will open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.

As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at groupcs@renukasugars.com. Questions / queries received by the Company till 15th September 2022 (5.00 p.m.) only will be considered and responded during the AGM.

The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened from 13th September 2022 (9.00 a.m.) to 15th September 2022 (5.00 p.m.) Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM. Voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting during the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote cast during the AGM shall be treated as invalid.
- vii. Facility of joining the AGM through VC / OAVM will be available for at least 1000 members on first come first served basis. The large shareholders (i.e., 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., may be allowed to attend the meeting without restriction on account of first come first served principle.

- viii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

27. OTHER INSTRUCTIONS

- i. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened from 13th September 2022 (9.00 a.m.) to 15th September 2022 (5.00 p.m.). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- ii. In case of any query and/or grievance, in respect of voting by electronic means or technical assistance for VC/OAVM participation, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Rajiv Kumar, an official of KFinTech or dial to KFinTech toll free No. 1-800-309-4001 or send an e-mail to evoting.kfintech.com for any further clarifications.
- iii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 9th September 2022 are entitled to vote on the Resolutions set

forth in this Notice. A person who is not a Member as on the cut-off date i.e. 9th September 2022 should treat this Notice for information purposes only.

- iv. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL: MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL: MYEPWD <SPACE> 1402345612345678
 3. Example for Physical: MYEPWD <SPACE> xxxx1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- v. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

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

Item No. 4: To appoint Statutory Auditors and fix their remuneration

The Members of the Company at the 21st Annual General Meeting ('AGM') held on 21st December 2017, had approved the appointment of S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) (SRBC), as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 21st AGM until the conclusion of the 26th AGM. Accordingly, SRBC would be completing its first term of five years at the conclusion of this 26th AGM.

The Board of Directors of the Company vide a circular resolution passed on 25th August 2022, on the recommendations of the Audit Committee, approved the re-appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No: 324982E/E300003) (SRBC) as statutory auditors of the Company for a second consecutive term of five years, to hold office from the conclusion of the 26th AGM till the conclusion of the 31st AGM, at a remuneration of Rs. 14.5 Mn per annum plus applicable taxes and reimbursement of out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications which are to be mandatorily taken from the statutory auditors under various regulations.

It is also proposed to authorize the Board of Directors to approve the revision in the remuneration of the statutory auditors, from time to time as may be mutually agreed between the statutory auditors and the Company, and as per recommendations of the Audit Committee.

SRBC is one of the largest audit firms in India servicing some of the largest and most reputed business houses across various industries and sectors. They have been the statutory auditors of the Company for the last 5 years and thus have considerable sector experience. Considering these facts, the Audit Committee and the Board of Directors is of the view that SRBC should be re-appointed as statutory auditors for the second term, as their qualification and experience is commensurate with the size and requirements of the Company.

SRBC has consented to their appointment and confirmed that their appointment if made, would be in accordance with Section 139 read with Section 141 of the Act. SRBC has also confirmed that they have subjected themselves to the peer-review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

The Board recommends to the shareholders, the re-appointment of SRBC as the statutory auditors for vide the Ordinary Resolution set out at item No. 5 of this Notice.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

Item No. 5: Appointment of Mr. Seetharaman Sridharan as an Independent Director

The Board of Directors, pursuant to the recommendation of Nomination & Remuneration/ Compensation Committee, at its meeting held on 9th August 2022, appointed Mr. Seetharaman Sridharan as an Additional Director (Non-Executive and Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") for a period of 3 (Three) years effective from 9th August 2022, subject to the approval of the members.

In terms of Section 161 of the Act, Mr. Sridharan would hold office as an Additional Director upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sridharan as an Independent Director of the Company.

Mr. Sridharan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Sridharan fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is also independent of the management.

The brief profile of Mr. Sridharan, nature of his expertise, names of companies in which he holds directorships, shareholding in the Company, etc. is given in the Appendix - 1 to the Notice. Considering the rich experience, expertise and vast knowledge of Mr. Sridharan, the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Sridharan's appointment as an Independent Director is in the best interests of the Company.

Copy of the draft letter of appointment of Mr. Sridharan as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under the Listing Regulations.

Except Mr. Sridharan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

Item No. 6: Appointment of Mr. Siraj Hussain as an Independent Director

The Board of Directors, pursuant to the recommendation of Nomination & Remuneration/ Compensation Committee, at its meeting held on 9th August 2022, appointed Mr. Siraj Hussain as an Additional Director (Non-Executive and Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") for a period of 3 (Three) years effective from 9th August 2022, subject to the approval of the members.

In terms of Section 161 of the Act, Mr. Hussain would hold office as an Additional Director upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Hussain as an Independent Director of the Company.

Mr. Hussain is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Hussain that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board,

Mr. Hussain fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is also independent of the management.

The brief profile of Mr. Hussain, nature of his expertise, names of companies in which he holds directorships, shareholding in the Company, etc. is given in the Appendix - 1 to the Notice. Considering the rich experience, expertise and vast knowledge of Mr. Hussain, it is in the interest of the Company that he be appointed as Independent Director of the Company. the Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Hussain's appointment as an Independent Director is in the best interest of the Company.

Copy of the draft letter of appointment of Mr. Hussain as an Independent Director setting out the terms and conditions is available for inspection by Members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under the Listing Regulations.

Except Mr. Hussain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

Item No. 7: Remuneration of Mr. Atul Chaturvedi, Executive Chairman

The Members of the Company had, at the 25th Annual General Meeting held on 2nd September 2021, approved the re-appointment of Mr. Atul Chaturvedi as Executive Chairman for a period of five years w.e.f. 30th October 2021 including the terms of remuneration. In the said resolution, the shareholders authorized the Board of Directors/ Nomination & Remuneration / Compensation Committee to revise, amend, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be permitted in accordance with the provisions of the Act and as may be agreed to between the Board and Mr. Chaturvedi.

Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Chaturvedi, the Board of Directors of the Company based on the recommendation of Nomination & Remuneration/Compensation Committee and subject to approval of the shareholders, had approved revision in the remuneration of Mr. Chaturvedi from Rs. 36.5

Mn p.a. to Rs. 39.42 Mn p.a. with effect from 1st April 2022.

It is now proposed to obtain approval of the shareholders for changes in the terms of appointment with respect to his remuneration as per details given herein above.

The details of the revised remuneration are as follows;

Salary, Perquisites and Allowances of Mr. Atul Chaturvedi:

- A. Basic: Rs. 2,18,93,820/- per annum
 - B. Special Allowance: Rs. 12,92,160/- per annum
 - C. House Rent Allowance: Rs. 77,52,972/- per annum
 - D. Additional House Rent Allowance: Rs. 23,65,128 per annum
 - E. Leave Travel Allowance: Rs. 12,92,160/- per annum
 - F. Ex-Gratia: Rs. 18,23,760/- per annum
 - G. Performance Incentive Rs. 30,00,000/- per annum
- In addition to the above, Mr. Chaturvedi will be entitled to the following perquisites and benefits as per the rules of the Company:
- i. Leave or encashment thereof as per the Leave Policy of the Company.
 - ii. Gratuity as per the Payment of Gratuity Act, 1972.
- H. Other Perquisites: Subject to the ceiling on remuneration of Rs. 3,94,20,000/- or such additional limit as may be approved by the Board and shareholders from time to time Mr. Atul Chaturvedi may be given such other allowance, perquisite, benefits as the Board or Nomination & Remuneration/ Compensation Committee thereof may determine from time to time. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.
 - I. In addition to the above remuneration of Rs. 3,94,20,000, one-time bonus of Rs. 18,250,002 pertaining to F.Y. 2021-22 is proposed to be paid in F.Y. 2022-23.

J. Valuation of perquisites: Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

K. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Companies Act, 2013 ("the Act") and rules made thereunder. The maximum remuneration payable to Mr. Atul Chaturvedi, Executive Chairman, by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed Rs. 3,94,20,000/- (Three Crore Ninety Four Lakh Twenty Thousand Rupees) per annum.

Mr. Chaturvedi will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof.

Mr. Chaturvedi shall not be liable to retire by rotation while he continues to hold the office of Executive Chairman and he shall not be reckoned for the purpose of determining rotation or retirement of Directors or in fixing the number of Directors liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Appendix 1 hereto.

The approval of the shareholders is being sought by way of an Ordinary resolution for the revision in the annual remuneration of Mr. Chaturvedi with effect from 1st April 2022 as per details given herein above.

Except Mr. Chaturvedi, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

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

Item No. 8: Remuneration of Mr. Vijendra Singh, Executive Director & Dy. CEO

The Members of the Company had, at the Extra-ordinary General Meeting held on 13th July 2020, approved the re-appointment of Mr. Vijendra Singh as Whole-time Director for a period of three years w.e.f. 10th May 2020 including the terms of remuneration. In the said resolution, the shareholders authorized the Board of Directors/Nomination & Remuneration / Compensation Committee to revise, amend, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be

permitted in accordance with the provisions of the Act and as may be agreed to between the Board and Mr. Vijendra Singh. Mr. Singh was designated as Executive Director & Deputy CEO with effect from 22nd September 2021.

Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Singh, the Board of Directors of the Company based on the recommendation of Nomination & Remuneration/ Compensation Committee and subject to approval of the shareholders, had approved an increase in the annual remuneration of Mr. Singh from Rs. 36.00 Mn p.a. to Rs. 38.52 Mn p.a. with effect from 1st April 2022.

It is now proposed to obtain approval of the shareholders for changes in the terms of appointment including remuneration of Mr. Singh as per details given herein above.

The details of the revised remuneration are as follows;

Salary, Perquisites and Allowances of Mr. Vijendra Singh:

- A. Basic: Rs. 2,00,76,312/- per annum
- B. Special Allowance: Rs. 72,58,320/- per annum
- C. House Rent Allowance: Rs. 28,66,932/- per annum
- D. Additional House Rent Allowance: Rs. 23,65,128/- per annum
- E. Leave Travel Allowance: Rs. 11,94,552/- per annum
- F. Ex-Gratia: Rs. 16,72,356/- per annum
- G. Meal Card: Rs. 46,800/- per annum
- H. Company Vehicle Rs. 39,600/- per annum
- I. Performance Incentive Rs. 30,00,000/- per annum

In addition to the above, Mr. Vijendra Singh will be entitled to the following perquisites and benefits as per the rules of the Company:

- i. Leave or encashment thereof as per the Leave Policy of the Company.
- ii. Gratuity as per the Payment of Gratuity Act, 1972.
- J. Other Perquisites: Subject to the ceiling on remuneration of Rs. 3,85,20,000/- or such additional limit as may be approved by the Board and shareholders from time to time as mentioned herein below, Mr. Singh may be given such other allowance,

perquisite, benefits as the Board or Nomination & Remuneration/ Compensation Committee thereof may determine from time to time. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

- K. In addition to the above remuneration of Rs. 3,85,20,000, one-time bonus of Rs. 90,00,000 pertaining to F.Y. 2021-22 is proposed to be paid in F.Y. 2022-23.
- L. Valuation of perquisites: Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.
- M. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Companies Act, 2013 ("the Act") and rules made thereunder. The maximum remuneration payable to Mr. Singh, Executive Director & Dy. CEO, by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed Rs. 3,85,20,000/- (Three Crore Eighty Five Lakh Twenty Thousand Rupees) per annum.

Mr. Singh will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof.

Mr. Singh re-appointed as a Director immediately on retirement by rotation shall continue to hold his office of Executive Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Executive Director, notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, the Executive Director shall ipso facto and immediately cease to be the Executive Director if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Appendix 1 hereto.

The approval of the shareholders is being sought by way of an Ordinary resolution for the revision in the annual remuneration of Mr. Singh with effect from 1st April 2022 as per details given herein above.

Except Mr. Singh, none of the Directors and Key Managerial Personnel of the Company and their

relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

The Board recommends the Ordinary resolution set out at Item No. 8 of the Notice for approval of the shareholders.

Item No. 9: Remuneration of Mr. Ravi Gupta, Executive Director

The Members of the Company through Postal Ballot dated 25th March 2022, approved the appointment of Mr. Ravi Gupta as Executive Director for a period of five years w.e.f. 28th October 2021 including the terms of remuneration.

Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Gupta, the Board of Directors of the Company based on the recommendation of Nomination & Remuneration/ Compensation Committee and subject to approval of the shareholders, had approved an increase in the remuneration of Mr. Gupta from Rs. 17.72 Mn p.a. to Rs. 19.49 Mn p.a. with effect from 1st April 2022.

It is now proposed to obtain approval of the shareholders for changes in the terms of appointment including remuneration of Mr. Gupta as per details given herein above.

The details of the revised remuneration are as follows;

Salary, Perquisites and Allowances of Mr. Ravi Gupta:

- A. Basic: Rs. 89,04,324/- per annum
- B. Special Allowance: Rs. 25,54,331/- per annum
- C. House Rent Allowance: Rs. 44,52,162/- per annum
- D. Leave Travel Allowance: Rs. 7,42,032/- per annum
- E. Ex-Gratia: Rs. 7,41,732/- per annum
- F. Meal Card: Rs. 46,800/- per annum
- I. Fuel & Maintenance Rs. 3,00,000/- per annum
- J. Driver Salary Rs. 2,40,000/- per annum
- K. Mediclaim Insurance Rs. 19,320/- per annum

In addition to the above, Mr. Gupta will be entitled to the following perquisites and benefits as per the rules of the Company:

- i. Employer's contribution to Provident Fund amounting to Rs. 10,68,516/-

- ii. Gratuity as per the Payment of Gratuity Act, 1972 amounting to Rs. 4,28,292/-

- iii. Leave or encashment thereof as per the Leave Policy of the Company.

- iv. Other Perquisites: Subject to the ceiling on remuneration of Rs. 1,94,97,509/- or such additional limit as may be approved by the Board and shareholders from time to time as mentioned herein below, Mr. Gupta may be given such other allowance, perquisite, benefits as the Board or Nomination & Remuneration/ Compensation Committee thereof may determine from time to time. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

- L. In addition to the above remuneration of Rs. 1,94,97,509/- one-time bonus of Rs. 59,08,336 pertaining to F.Y. 2021-22 is proposed to be paid in F.Y. 2022-23.

- M. Valuation of perquisites: Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

- N. Minimum Remuneration: In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Companies Act, 2013 ("the Act") and rules made thereunder. The maximum remuneration payable to Mr. Gupta, Executive Director, by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed Rs. 1,94,97,509/- (One Crore Ninety Four Lakh Ninety Seven Thousand Five Hundred and Nine Rupees) per annum.

Mr. Gupta will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof.

Mr. Gupta re-appointed as a Director immediately on retirement by rotation shall continue to hold his office of Executive Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Executive Director, notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, the Executive Director shall ipso facto and immediately cease to be the Executive

Director if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Appendix 1 hereto.

The approval of the shareholders is being sought by way of an Ordinary resolution for the revision in the annual remuneration of Mr. Gupta with effect from 1st April 2022 as per details given herein above.

Except Mr. Gupta, none of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the accompanying Notice.

The Board recommends the Ordinary resolution set out at Item No. 9 of the Notice for approval of the shareholders.

Item No. 10: Revision in limit of material related party transactions for FY 2022-23

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The proposed transactions with the related parties as per resolution No. 10 are at arm's length and in the ordinary course of business of the Company. Further, pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related party transaction means a transaction with a related party, the value of which either taken individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The shareholders of the Company through Postal Ballot dated 25th March 2022, accorded its approval

to enter into material related party transactions, from to time, during FY 2022-23. The Board of Directors is of the opinion that limit approved by the shareholders through above said postal ballot is likely to exceed during the financial year 2022-23 in respect of transactions with Wilmar Sugar India Private Limited (WSIPL). The incremental transactions are on the same terms and conditions which were approved by the shareholders as aforesaid, which are in the ordinary course of business and arm's length basis.

In respect of purchase of RoDTEP (Refund of Duties and Taxes on Exported Products) scrips from WSIPL, the management is of the opinion that the transaction will be in the ordinary course of business and also at arm's length basis. RoDTEP is a flagship export promotion scheme of the Commerce Ministry of India. The scheme aims to refund to the exporters the embedded central, state and local duties and taxes paid on inputs that were so far not refunded or rebated. Since the scrips are lying unutilized with WSIPL, WSIPL has offered to sell these scrips to the Company. The management is of the view that the Company will be benefitted from the purchase of these scrips as it will help it improve its cashflow to the extent of customs duties saved by the Company.

The management services fees of Rs. 100 per MT represent the sharing of costs incurred by the Company in providing these services plus markup. Since the services are unique in nature to the industry in which the Company operates, and the charges represent sharing of costs incurred by the Company plus markup, the transaction is in the best interest of the Company.

There is no change in the terms and conditions of the other related party transactions.

The Management provided relevant details to the Audit Committee at its meeting held on 8th August 2022, as required under the Act/ SEBI Listing Regulations, of the proposed RPTs including material terms, a copy of which are reproduced below. The Audit Committee and the Board of Directors, after reviewing all necessary information, granted approval for increase in limit for entering into related party transaction with WSIPL. The Audit Committee and the Board of Directors noted that these transactions will be on an arm's length basis and except for provision of management services, will be in the ordinary course of business of the Company.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr. No.	Particulars	Details
1.	Details of information provided by the management to the Audit Committee	
a.	Type, material terms and particulars of the proposed transaction;	Sale and purchase of sugar, Purchase of RoDTEP scripts from WSIPL and provision of management services to WSIPL.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	WSIPL is subsidiary of Wilmar Sugar Pte Ltd. (WSPL), Singapore. WSPL and SRSL are subsidiaries of same holding company Wilmar Sugar Holdings Pte. Ltd.
c.	Tenure of the proposed transaction (particular tenure shall be specified);	FY 2022-23
d.	Value of the proposed transaction;	As detailed above
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	Approximately 47% of annual consolidated turnover of the Company for FY 2021-22
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not applicable
2.	Justification as to why the RPT is in the interest of the listed entity	<ul style="list-style-type: none"> - The Domestic Sugar supply is always against advance. SRSL doesn't have enough working facilities from the Banks, even if borrowed the interest rate will be high. WSIPL is facilitating by procuring material on behalf of SRSL and holding the stocks. Whenever SRSL requires material for its production, WSIPL will deliver. SRSL is getting a credit period of 45-60 days. - The Company gets to utilize the unutilised duty drawback available with WSIPL at competitive rates, which helps save its cash flow on customs duties. Hence the same is in the best interest of the Company. - These services which basically represents the sharing of costs incurred by the Company in providing these services. Since the services are unique in nature to the industry in which the Company operates, and the charges represent sharing of costs incurred by the Company plus markup, the said transaction is on arm's length basis and in the interest of the Company.

Sr. No.	Particulars	Details
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not applicable

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolution except Mr. Jean-Luc Bohbot and Mr. Ravi Gupta who are Directors in WSIPL.

The Board recommends the Ordinary resolution set out at Item No. 10 of the Notice for approval of the shareholders.

Item No. 11: Approval of remuneration of Cost Auditors for FY 2022-23

The Board of Directors, on the recommendation of the Audit Committee, in its meeting held on 8th August 2022, has approved appointment of M/s. B. M. Sharma and Co., Cost Accountants, as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2022-23. The Board has also approved the remuneration of Rs. 5,50,000 (Rupees Five lakhs Fifty Thousand only) (plus applicable tax and out-of-pocket expenses, if any,) to the aforesaid firm to conduct the audit of the cost records of the Company for the financial year ending 31st March 2023.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of 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. 11 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary resolution set out at Item No. 11 of the Notice for approval of the shareholders.

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

25th August 2022, Mumbai

Regd. Office:

2nd and 3rd Floor,
Kanakashree Arcade,
CTS No.10634, JNMC Road, Neharu Nagar,
Belagavi – 590010, Karnataka
CIN: L01542KA1995PLC019046

Appendix-1 to the Explanatory Statement of the 26th AGM Notice for FY 2021-22

Information of Directors seeking appointment / re-appointment / revision in remuneration at the AGM

[In pursuance of SEBI (LODR) Regulations, 2015 & Secretarial Standards (SS)-2]:

Name of the Director	Charles Loo Cheau Leong	Seetharaman Sridharan	Siraj Hussain
Director Identification Number (DIN)	08737827	01773791	05346215
Designation/ category of the Director	Non-Executive & Non-Independent Director	Non-Executive & Independent Director	Non-Executive & Independent Director
Date of Birth	23rd January 1974	1st November 1953	31st January 1956
Age (yrs)	48	68	66
Date of first appointment	1st June 2020	9th August 2022	9th August 2022
Qualification	Graduated from Nanyang Technological University with a Bachelor of Accountancy with Second-Class Honours Chartered Accountant with Institute of Singapore Chartered Accountants	B.Sc, F.C.A – Chartered Accountant, India	Indian Administrative Service (IAS) Officer
Brief Profile, Experience, and Expertise in specific functional areas	<p>Mr. Charles Loo Cheau Leong, 48, has been appointed as Chief Financial Officer (CFO) of Wilmar International Limited from June 2020. He is responsible for group accounts, tax, finance, treasury and risk management functions of the Wilmar group of companies. He has a rich experience in the field of accounts, tax, finance, treasury, risk management etc.</p> <p>Mr. Charles joined the Wilmar group in 2010 as Senior Finance Manager and was appointed Deputy CFO in January 2020. His past positions include Group Financial Controller at Allied Technologies Limited, Assistant Financial Controller at Nippecraft Limited and Senior Manager (Assurance) at Ernst and Young.</p>	<p>Retired as the Managing Partner of Ernst & Young, Muscat, Oman after spending 30 years at EY. Lived in Muscat for over 30 years and travelled extensively all over the region and the world.</p> <p>Mr. Sridharan was involved in providing entire range of professional services in his 30+ years with Ernst & Young, Middle East. Mainly advised several Global top 100 corporations in Technology, Oilfield Services, Financial services, diversified conglomerates, EPC Construction and Petroleum. Founder member and later became President of Muscat Tamil Association, President of the Indian School, Founder Secretary of NRI Economic Forum and Founder member of the Muscat Chapter of the Institute of Chartered Accountants of India.</p>	<p>Mr. Siraj Hussain joined the IAS in 1979 and was allotted Uttar Pradesh Cadre. He served the State Govt of Uttar Pradesh in various capacities including District Magistrate, Managing Director of UP State Industrial Development Corporation, UP State Agro Industries Corporation and Registrar of Co-operative Societies. He was also posted as Secretary, Education and Secretary to Chief Minister. In the Union Government, he has worked as Deputy Managing Director, National Cooperative Development Corporation; Joint Secretary, Department of Food and Public Distribution; Chairman-cum-Managing Director of Food Corporation of India,</p>

Name of the Director	Charles Loo Cheau Leong	Seetharaman Sridharan	Siraj Hussain
		<p>After retirement was nominated to be an Independent Board Member and the Chairman of the Audit Committee of a wholly owned subsidiary of Government of Oman's investment holding company for energy related investments. Served as an Independent Director of L & T Ship Building Limited until its merger with the parent.</p>	<p>Additional Secretary, Ministry of Agriculture and Secretary Indian Council of Agriculture Research. He has served as Secretary to Government of India in the Ministry of Food Processing and Ministry of Agriculture. Several new schemes of Govt including PM Crop Insurance Scheme, e-National Agricultural Market and Price Stabilisation Fund etc were formulated under his supervision. After superannuation from the IAS in January 2016, he joined ICRIER as Visiting Senior Fellow. He has been researching and writing on various aspects of Indian Agriculture. His term with ICRIER ended in April 2022. In 2016, he was awarded Doctorate in Philosophy (honoris causa) by Acharya NG Ranga Agricultural University, Andhra Pradesh in recognition of his contributions for advancement of Agriculture. He has written about 280 opinion pieces in several important publications including Bloomberg Quint, Business Today, Business World, DNA, Down to Earth, Economic Times, Financial Express, Hindu Business Line, Indian Express, India Cable, Mint, Newsclick, Tribune, Money Control, Rajasthan Patrika, and the Wire. He has a regular monthly column in the Print. Mr. Hussain was an independent director on the board of Hindustan Petroleum Corporation Limited from September 2017 to September 2020.</p>

Name of the Director	Charles Loo Cheau Leong	Seetharaman Sridharan	Siraj Hussain
			He is also the Chairman of Board of Directors of National e-Repository Limited, a subsidiary of NCDEX. Mr. Hussain is also an advisor to FICCI for Food Processing Sector. In October 2021, he promoted Arcus Policy Research Private Limited with Shweta Saini who is an economist. He has published several research papers on agriculture and allied sectors.
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	-	Lancor Holdings Limited	National E-Repository Limited
Membership/ Chairman of the Committees of the Board of other public limited companies	None	None	None
Number of shares held in the Company including shareholding as beneficial owner	Nil	Nil	Nil
Terms and Condition of appointment	To be re-appointed as Non-Executive Director of the Company liable to retire by rotation.	To be appointed as Independent Director of the Company not liable to retire by rotation	To be appointed as Independent Director of the Company not liable to retire by rotation.
Number of meetings of the Board attended during the financial year 2021-22	4 out of 4	NA	NA
Remuneration last drawn	Nil	NA	NA

Name of the Director	Charles Loo Cheau Leong	Seetharaman Sridharan	Siraj Hussain
Remuneration proposed to be paid	Nil	As per remuneration approved by the shareholders for Independent Directors.	
Relationship with Directors / KMP/ Promoters inter-se	None	None	None
Name of listed entities from which the director has resigned in the past three years	None	None	Hindustan Petroleum Corporation Limited (Ceased to be Director w.e.f. 21st September 2020 due to completion of tenure)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	The role and capabilities as required in the case of an independent director are well defined in the Company's Nomination and Remuneration Policy. Further, the Board has a defined list of core skills/ expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration/Compensation Committee of the Board has evaluated the profile of Mr. Sridharan and Mr. Hussain and concluded that Mr. Sridharan and Mr. Hussain possess the relevant skill and capabilities to discharge the role of Independent Directors.	

Name of the Director	Atul Chaturvedi	Vijendra Singh	Ravi Gupta
Director Identification Number (DIN)	00175355	03537522	00133106
Designation/ category of the Director	Executive Chairman (Non-Independent)	Executive Director and Dy. CEO (Non-Independent)	Executive Director (Non-Independent)
Date of Birth	6th October 1955	1st February 1960	22nd January 1970
Age	66	62	52
Date of first appointment	24th June 2015	10th May 2011	28th October 2021
Qualification	Post graduate from St. Johns College (Agra University)	<ul style="list-style-type: none"> B.Sc from Meerut University in 1979. Post-Graduation in Sugar Technology from National Sugar Institute in 1981 MBA (Finance) 	<ul style="list-style-type: none"> B.Com from Guru Nanak Dev University Post-Graduation in Forest Management from Indian Institute of Forest Management
Brief Profile, Experience, and Expertise in specific functional areas	<p>Mr. Chaturvedi is a veteran in the Vegetable Oil/ Oil seeds and Agro Business of the Country. He has close to four decades of successful and varied general and strategic management experience in the field of Manufacturing, Trading and Agri Infrastructure Development. He has been associated with Adani Group since 1998 and has played a key role in the development of the Agro and Agri Infrastructure business of the Group. The Companies where he serves/served as Director are market leaders in their category and have done pioneering work. A widely travelled International Trader, he has hands on experience in handling Agro Products, Vegetable Oils, Grains, Sugar, Oilseeds, Apples, Agri Infrastructure etc. both within and outside India. Mr. Chaturvedi has received many awards/ recognitions over the years, like Best Analyst award from ZEE, Agri leadership award etc.</p>	<p>Mr. Vijendra Singh (Age: 62) is a Bachelor of Science from Meerut University and has done his Post Graduation in Sugar Technology from the National Sugar Institute. Mr. Singh has an experience of over 40 years in agro processing industry. He was firstly/originally appointed on the Board of Directors as an Executive Director effective from 10th May 2011. Prior to this, Mr. Singh was engaged with top sugar Companies of India like Bajaj Hindustan Limited, Mawana Sugars Limited and DCM Industries. He has been associated with the Company since September 2010 in various key positions. During his tenure in the Company, he has demonstrated excellent leadership & Business skills and high level of commitment towards company affairs</p>	<p>Mr. Ravi Gupta has 30 years of multi agro commodity experience in Sugar, Ethanol, Grains and Oilseeds etc. He has been working with Shree Renuka Sugars Ltd. (SRSL) since 2013. He is a Commerce Graduate and a Post Grade in Forest Management from Indian Institute of Forest Management. He started his career with Govt. run cooperative "TRIFED" and was the Managing Director of Noble (now COFCO) in India prior to joining SRSL in 2013. Other companies he has worked with are Louis Dreyfus, Bajaj Hindustan Limited and Australia Wheat Board. He is passionate about sugar and ethanol industry in India and has contributed immensely to Ethanol Blending Policy in India. He is an honorary member of West India Sugar Mills Association (WISMA), Member of task force on sugar of Confederation of Indian Industry (CII), Member of Ethanol Group of Indian Federation of Green Energy (IFGE), Chairman of Export and Ethanol Committee of AISTA.</p>

Name of the Director	Atul Chaturvedi	Vijendra Singh	Ravi Gupta
	<p>He was declared as "Globoil Man of the Year-2013" for his contribution to Vegetable Oil Industry. Mr. Chaturvedi is associated with various Organisations and Trade Bodies. Currently he is President of Solvent Extractors Association of India (SEA) a leading trade body of Vegetable Oil Industry. He has been Dy. Chairman of SOPA .He is also associated with CII and headed the Task Force on Edible Oil and Oilseeds.</p>		
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Adani Agri Fresh Limited	<ul style="list-style-type: none"> • Gokak Sugars Limited • KBK Chem-Engineering Private Limited • Shree Renuka Agri Ventures Limited 	Shree Renuka Agri Ventures Limited
Membership/ Chairman of the Committees of the Board of other public limited companies	None	None	None
Number of shares held in the Company including shareholding as beneficial owner	6,55,000	Nil	Nil
Terms and Condition of appointment	Please refer the proposed Ordinary Resolution No. 7 and its explanatory statement	Please refer the proposed Ordinary Resolution No. 8 and its explanatory statement	Please refer the proposed Ordinary Resolution No. 9 and its explanatory statement
Number of meetings of the Board attended during the financial year 2021-22	4 out of 4	4 out of 4	2 out of 2 (appointed w.e.f. 28th October 2021)
Remuneration last drawn	Rs. 36.5 Mn	Rs. 36.00 Mn	Rs. 17.72 Mn
Remuneration proposed to be paid	Rs. 39.42 Mn	Rs. 38.52 Mn	Rs. 19.49 Mn

Name of the Director	Atul Chaturvedi	Vijendra Singh	Ravi Gupta
Relationship with Directors / KMP/ Promoters inter-se	None	None	None
Name of listed entities from which the director has resigned in the past three years	Adani Wilmar Limited	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA	NA