



SS/F002/6.2/R0
**SIMBHAOLI
SUGARS**

Simbhaoli Sugars Limited

CIN-L15122UP2011PLC044210

Regd. Office :

Simbhaoli - 245 207, Distt. Hapur U.P. (INDIA)

Tel : (05731) 223117, 223118, 223023

Fax: (05731) 223039, 223262

E-mail : info@simbhaolisugars.com

www.simbhaolisugars.com

January 02, 2024

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai Fax No. 022-22723121/2037/2041	The National Stock Exchange of India Limited Exchange Plaza, Bandra -Kurla Complex, Mumbai- 400051 Fax No. 022-26598237/38
--	---

Ref: Scrip Code: NSE: SIMBHALS BSE: 539742

Sub: Notice of Postal Ballot, seeking shareholders' approval for appointment of Mr. Har Prasad Kain (DIN: 008277248) as an Independent Director

Dear Sir/Madam,

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

Brief Description of Resolution
Re-appointment of Mr. Har Prasad Kain (DIN: 008277248) as an Independent Director of the Company.

The Company has circulated the Postal Ballot Notice, along with the Explanatory Statement pertaining to the aforementioned resolution, in electronic mode to those Members whose names appear in the Register of Members / list of Beneficial Owners maintained by the Company / Registrar and Transfer Agent/ Depositories as at close of business hours on Friday, December 29, 2023 (i.e. Cut-off date) and whose email address were registered with the Depository Participants or with the Company or its Registrar and Transfer Agent as on the Cut-off date. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Postal Ballot Notice.

The remote e-voting will commence on Wednesday, January 03, 2024 at 09:00 a.m. IST and will conclude on Thursday, February 01, 2024, at 05:00 p.m. IST.

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

This is for your information and records.

Certified true copy

For Simbhaoli Sugars Limited


Shubham Kandhway

Company Secretary

M. No. F10757

Specialty Sugars

Potable Alcohol

Ethanol

Power

(AN ISO 9001 ; 14001 & FSSC 22000 CERTIFIED COMPANY)

GSTIN No. : 09AAPCS7569A1ZV & PAN No. : AAPCS7569A

Tel. : 0120-2427155 Fax : 0120-2427166

**NOTICE OF POSTAL BALLOT**

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

EVEN	127456
E-voting Starts on	Wednesday, January 03, 2024
E-voting Ends on	Thursday, February 01, 2024

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**'the Act'**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (**'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**'SEBI Listing Regulations'**) and the Secretarial Standard-2 on General Meetings issued by the Companies Secretaries of India (**'SS-2'**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**'MCA'**) vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, and December 28, 2022 (collectively referred to as (**'MCA Circular'**)), to transact the special business as set out hereunder by passing Special Resolution, by way of postal ballot only by voting through electronic means (**Remote e-voting**).

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

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

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

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **17:00 Hours (IST) on Thursday, February 01, 2024**. The Remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Board of Director of Company at its meeting held on November 7, 2023, appointed Mr. Sandeep Joshi (Membership No. A34701, CP No. 20884), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot and e-voting process.

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

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

SPECIAL BUSINESS

ITEM NO. 01

RE-APPOINTMENT OF MR. HAR PRASAD KAIN (DIN: 008277248) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in terms of the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 16, 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Har Prasad Kain (DIN: 008277248), who was appointed as an Independent Director of the Company on November 14, 2018 for a term of five years and whose present term expired on November 13, 2023 and who qualifies for being re-appointed as an Independent Director and who has submitted the declarations as provided in the Section 149(6) and (7) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the said Act proposing his candidature for the office of director, be and is hereby recommended to the Board to be re-appointed as an Independent Director of the Company, for further term of Five Years with effect from 6th November, 2023 (both day inclusive).”

“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) and other applicable laws and regulations, if any, approval of the members of the Company be and is hereby accorded for the continuation of directorship of Mr. Har Prasad Kain (DIN 008277248), upon him attaining the age of seventy five (75) years i.e. from August 03, 2027 which shall continue till November 13, 2028.

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

Date: January 1, 2024
Place: Simbhaoli

By order of the Board of Directors
For Simbhaoli Sugars Limited

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

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolutions and the reason thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from **MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, Delhi-110020** the Company's Registrar and Transfer Agent ('RTA')/ Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlines in this Notice. In line with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. The voting rights of the Members shall be in proportion to their share of the paid-up equity capital of the Company as on the Cut-off date i.e. **Friday, December 29, 2023**.
3. The company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for remote e-voting is mentioned in Note No.15 of this Notice. A Member shall only avail this facility as per instruction provided herein.
4. Only those members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-off date shall be eligible to cast their votes through Postal Ballot by remote e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

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

5. Members holding shares in physical mode and who have not updated their email address with the Company are requested to update their email addresses by writing to the MAS Services Limited (“RTA”) at info@masserv.com. Members holding shares in dematerialized mode are requested to register/update their email addresses with the relevant Depository Participants.
6. In compliance with the provisions of the Act and rules made thereunder and the Listing regulations, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
7. The remote e-voting shall commence on **9:00 Hours (IST) on Wednesday, January 03, 2024**, and shall end on **17:00 Hours (IST) on Thursday, February 01, 2024**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
8. A copy of this Postal Ballot Notice is also available on the website of the Company www.simbhaolisugars.com the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Ordinary Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
9. The voting for this Postal Ballot cannot be exercised through proxy.
10. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for remote e-voting i.e. 17:00 Hours (IST) on **Thursday, February 01, 2024**. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. The documents referred to in the Explanatory Statement shall be available for inspection in electronic form and Members can inspect the same by sending an email to investors@simbhaolisugars.com.
12. In case of any query/grievance, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders

available under the Download section of NSDL's e-voting website www.evoting.nsdl.com or contact: Mr. Raghav Shukla, Corp. GM-Legal & Company Secretary by email at investors@simbhaolisugars.com

13. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same.
14. The result of the voting by Postal Ballot will be announced on or before **Thursday**, February 06, 2024. The result along with the Scrutinizer's Report shall be displayed on the notice board at the Registered Office the Company and shall also be placed on the Company's website www.simbhaolisugars.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the Members, immediately after the declaration of the result by the Chairman or any person authorised by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, and BSE Limited, where the shares of the Company are listed.
15. **The instructions for remote e-voting by Members are as under:**
The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to NSDL e-Voting System.

A) Login method for remote e-voting for individual Shareholders/Members holding securities in demat mode

In terms of the Circular issued by SEBI 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.

Members are advised to update their mobile number and email address in their demat accounts in order to access remote 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	<p>A) 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.</p> <p>B) 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</p> <p>C) 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.</p>

<p>Individual Shareholders holding securities in demat mode with Central Depository Services (India) Limited ('CDSL')</p>	<p>A) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>B) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>C) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>D) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
<p>Individual Shareholders (holding securities in demat mode) login</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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</p>

through their DPs	you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
-------------------	--

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

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?

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/ Member' section.
- iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form	EVEN followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 123456 then userID is 123456001***
--	---

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

ix) 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?

- A. After successful login at Step 1, you will be able to see the Home Page of e-voting. **Click on evoting. Then click on Active Voting Cycles.**
- B. After click on Active voting cycle, you will able to see all the Companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- C. Select 'Even' of Simbhaoli Sugars Limited.
- D. 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.
- E. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- F. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G. 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by email to acssandeepjoshi@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their BoardResolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep yourpassword 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 manualfor Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no:1800-222-990. Or send a request at evoting@nsdl.co.in

16. Other Instructions :

- a. The e-voting period commences from 9.00 Hours (IST) on Wednesday, January 03, 2024 and ends at 17.00 Hours (IST) on Thursday, February 01, 2024.
- b. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, December 29, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- c. The Scrutinizer will, after completion of the scrutiny of the Postal Ballots, both physical and through e-voting, prepare a Scrutinizer's Report of the total votes cast in favour or against the proposed resolutions and submit the same with the Chairman or any person authorized by him in writing, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- d. The result of the voting by Postal Ballot will be announced on or before 17.00 Hours (IST), Friday, February 08, 2024. The result along with the Scrutinizer's Report shall be displayed on the notice board at the registered office and the Corporate Office of the Company and shall also be posted on the Company's website www.simbhaolisugars.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com for the information of the members, immediately after the declaration of the result by the Chairman or any person authorised by him in writing. The Company shall simultaneously intimate the result to National Stock Exchange of India Limited, and BSE Limited, where the shares of the Company are listed.

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

ITEM NO-01

Mr. Har Prasad Kain (DIN: 008277248) was appointed as an Independent Director of the Company by the Members on September 25, 2019 for a period of five (5) years commencing from November 14, 2018 upto November 13, 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on November 7, 2023, proposed the re-appointment of Mr. Har Prasad Kain as an Independent Director of the Company for a second term commencing from November 14, 2023 upto November 13, 2028, not liable to retire by rotation, for the approval of the members by way of a Special Resolution.

Shri Har Prasad Kain, upon selection in 1979, joined Indian Revenue Service (Income Tax) and after serving at various Companies, superannuated as Chief Commissioner of Income Tax in August 2012. He has delivered outstanding performance throughout his career in the Income Tax Department. He has also completed various assignments on deputation to other Departments such as worked as SDM in the districts of Rampur & Unnao in UP State, Under Secretary in the Ministry of Finance (CEIB), Regional Director (North), Staff Selection Commission, CPIO under RTI Act etc. He has also remained active in social and cultural activities for the welfare and upliftment of poor people. He has participated in many international conferences and has been honored with Awards for his outstanding contribution for spreading and advocating the declaration of peace and cessation of war. He has been guiding our Company as an independent director for the last 5 years.

In the opinion of the Board, Mr. Har Prasad Kain fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at www.simbhaolisugars.com and would also be made available for inspection to the Members of the Company upto Thursday, February 01, 2024, by sending a request from their registered email address to the Company at investors@simbhaolisugars.com along with their Name, DP ID & Client ID/Folio No. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Kain as an Independent

Director is now placed for the approval of the Members by a Special Resolution.

Information pursuant to Regulation 17(1A) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Documents & Information to shareholders.

Shri Har Prasad Kain, upon selection in 1979, joined Indian Revenue Service (Income Tax) and after serving at various Companies, superannuated as Chief Commissioner of Income Tax in August 2012. He has delivered outstanding performance throughout his career in the Income Tax Department. He has also completed various assignments on deputation to other Departments such as worked as SDM in the districts of Rampur & Unnao in UP State, Under Secretary in the Ministry of Finance (CEIB), Regional Director (North), Staff Selection Commission, CPIO under RTI Act etc. He has also remained active in social and cultural activities for the welfare and upliftment of poor people. He has participated in many international conferences and has been honored with Awards for his outstanding contribution for spreading and advocating the declaration of peace and cessation of war.

Mr. Kain joined the Board of your Company on September 25, 2019 and is an Independent Director. He is the Chairman of the Audit Committee, the Nomination and Remuneration Committee, and Stakeholders' Relationship Committee of the Company.

Justification

- The resolution has been proposed to enable Mr. Kain to continue as an independent Director upon achieving the Age of 75 years on August 03, 2027 and to continue as Independent Director till completion of the balance period of second term of chairman i.e. till November 13, 2028, in terms of the SEBI regulations dated May 9, 2018.
- The approval of the Members is being sought for re-appointment of Mr. Kain as Independent Director for the Second Term starting from November 14, 2023, for a period of 5 years. and he will be achieving the age of 75 years in during his tenure as Independent Director i.e. on August 3, 2027.
- This will ensure continuity and smooth transition of the office of Chairman.

Other Directorship and Committee Membership held by Mr. H.P. Kain are as given below:

Name of Company	Board Position held	Committee of Board	Committee Position held
Simbhaoli Power Private Limited	Independent Director	Audit Committee Corporate Social Responsibility Committee Nomination & Remuneration Committee	Chairperson Chairperson Member

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

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Har Prasad Kain and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying notice.

Annexure A
Details of the Directors seeking Appointment/Re-appointment at the forthcoming Postal Ballot.
[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Har Prasad Kain
Date of Birth	03.08.1952
Date of Appointment	14.11.2023
Expertise in specific functional areas	Shri Har Prasad Kain, upon selection in 1979, joined Indian Revenue Service (Income Tax) and after serving at various Companies, superannuated as Chief Commissioner of Income Tax in August 2012. He has delivered outstanding performance throughout his career in the Income Tax Department. He has also completed various assignments on deputation to other Departments such as worked as SDM in the districts of Rampur & Unnao in UP State, Under Secretary in the Ministry of Finance (CEIB), Regional Director (North), Staff Selection Commission, CPIO under RTI Act etc. He has also remained active in social and cultural activities for the welfare and upliftment of poor people. He has participated in many international conferences and has been honored with Awards for his outstanding contribution for spreading and advocating the declaration of peace and cessation of war.
Qualification	IRS
List of other companies in which directorship is held as on 01.01.2024	Simbhaoli Power Private Limited
Chairman/Member of the Committees of the Board of the other Companies in which he/she is a director	Simbhaoli Power Private Limited Chairman in Audit Committee and Corporate Social Responsibility Committee Member in Nomination & Remuneration Committee
Equity Shares held in the Company as on 01.01.2024	Nil
Relationship between Directors inter-se	Nil

Date: January 1, 2024
Place: Simbhaoli

By order of the Board of Directors
For Simbhaoli Sugars Limited

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