



Refer: MSL/BSE/NSE/

06 July, 2019

BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Scrip Code: **523371**

National Stock Exchange of India Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai 400 051
Scrip Code: **MAWANASUG**

Sub. : Notice of 55th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith the Notice of 55th Annual General Meeting of the company, which is scheduled to be held on Friday, the 2nd August, 2019 at 11.00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi - 110001.

You are requested to take the above information on your records.

Thanking You,

Yours Faithfully,
For Mawana Sugars Limited

(ASHOK KUMAR SHUKLA)
COMPANY SECRETARY

Enc : a/a

MAWANA SUGARS LIMITED

CIN : L74100DL1961PLC003413

Corporate Office:

Plot No. 3, Institutional Area,
Sector-32, Gurugram-122 001 (India)
T 91-124-4298000 F 91-124-4298300

Registered Office:

5th Floor, Kirti Mahal, 19 Rajendra Place
New Delhi-110 125 (India)
T 91-11-25739103 F 91-11-25743659

E corporate@mawanasugars.com
www.mawanasugars.com





NOTICE

Notice is hereby given that the 55th Annual General Meeting of the members of Mawana Sugars Limited will be held as scheduled below:

Day : Friday
Date : 02.08.2019
Time : 11.00 A.M.
Place : Kamani Auditorium, 1, Copernicus Marg
New Delhi - 110001

to transact the following business:

ORDINARY BUSINESS:

- To consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon.
- To appoint a Director in place of Mr. Dharam Pal Sharma (DIN-07259344) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable law, the remuneration of Rs.2,40,000/- (Rupees Two lacs Forty Thousand only) plus GST & out-of-pocket expenses, if any, payable to M/s Bahadur Murao & Co., Cost Accountants (Firm Registration No.4941), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the Company for the financial year 2019-20, be and is hereby ratified and confirmed.

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

- To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that Mrs. Manju Vira Gupta (DIN-05186954), who was appointed by the Board of Directors as an Additional Director of the Company with effect from December 26, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mrs. Manju Vira Gupta (DIN-05186954), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing with effect from December 26, 2018 to December 25, 2023, be and is hereby approved."

- To Consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Ravinder Singh Bedi (DIN-01408189), who was appointed as an Independent Director at the 51st Annual General Meeting of the Company and who holds office up to December 31, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in

NOTICE (Contd.)

writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from January 1, 2020 to December 31, 2024 be and is hereby approved."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Prof. Dinesh Mohan (DIN-00077959), who was appointed as an Independent Director at the 51st Annual General Meeting of the Company and who holds office up to December 31, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from January 1, 2020 to December 31, 2024 be and is hereby approved."

By Order of the Board of Directors
For Mawana Sugars Limited

(Ashok Kumar Shukla)
Company Secretary

ACS-29673

Place : New Delhi
Dated : 24.05.2019

NOTES:

1. M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No:301003E/ E300005), were appointed as Statutory Auditors of the Company at the 53rd Annual General Meeting held on July 17, 2017 for a period of 5 years to hold office till the conclusion of 58th Annual General Meeting of the Company subject to ratification of their appointment by the members at

every intermittent AGM of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018, the mandatory requirement for ratification of the appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") is no longer required, and hence the Company is not proposing an item on ratification of the appointment of Statutory Auditors at this 55th Annual General Meeting of the Company.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the AGM as set out in the Notice is annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 27.07.2019 to 02.08.2019 (both days inclusive).

5. In compliance of SEBI requirements, Mas Services Limited has been appointed the Registrar and Share Transfer Agent of the Company, who handle share transfer work in Physical as well as in Electronic Form and other related activities at the following address:

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110020
Phone No. : 011-26387281-83
Fax No. : 011-26387384
Website: www.masserv.com
E-mail: info@masserv.com

6. Members are requested to notify immediately any change in their address to Mas Services Ltd. quoting their folio numbers along with necessary documents.
7. Members/Proxies should bring the attendance slip duly filled-in for attending the meeting.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of



NOTICE (Contd.)

any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by Member holding shares in:

- a) Demat form to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts and
- b) Physical form to submit copies of PAN of all shareholders and an original cancelled cheque of first shareholder alongwith copy of Pass Book or Bank Statements to the RTA.

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, M/s Mas Services Limited for assistance in this regard.

12. In terms of Section 72 of the Companies Act, 2013, the Shareholder of the Company may nominate a person to whom the shares held by him/her shall vest in the event of death.

In case any member wishes to avail the nomination facility in respect of shares held by him/her, please write to the Company to obtain the nomination form.

13. The equity shares of the Company have been notified for compulsory trading in demat form by all investors and are available for trading in demat form both on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shareholders are requested to avail this facility and get their shareholding converted into dematerialized form by sending the Dematerialization Request Form (DRF) along with the share certificates to their Depository Participant (DP) under ISIN: INE636A01039 of the company.

14. Relevant documents referred to in the Annual Report including AGM Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.

15. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through such voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited. E-Voting is optional.

Shareholders are requested to please read the instructions/procedures on remote E-Voting carefully which is given on the back side of the Attendance Slip.

16. In support of the "Green Initiative" announced by the Government of India, electronic copies of this Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent by e-mail to those members whose e-mail addresses have been made available to the Company/Depository Participants unless the member has specifically requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of this Annual Report inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, will be sent to them in the permitted mode.

17. Route map to the venue of the AGM is appended at the end of the Annual Report.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

ITEM NO. 3

The Board of Directors on the recommendation of the Audit Committee, has approved the appointment of M/s. Bahadur Murao & Co., Cost Accountants (Membership No. 4941), New Delhi to audit the cost accounting records of the Company at a total remuneration of Rs.2,40,000/- (Rupees Two Lacs Forty Thousand only) plus GST and out of pocket expenses, if any.

NOTICE (Contd.)

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

Accordingly, confirmation of the Members is being sought by passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

ITEM NO. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mrs. Manju Vira Gupta (DIN-05186954), as Additional Director of the Company and also as Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from December 26, 2018 to December 25, 2023, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, Mrs. Manju Vira Gupta shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Director.

The Company has received a declaration from Mrs. Manju Vira Gupta to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Mrs. Manju Vira Gupta fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and she is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.

A brief profile of Mrs. Manju Vira Gupta to be appointed is given below:

Mrs. Manju Vira Gupta) is M.A. (Sociology) from Barkatullah University, Bhopal, Madhya Pradesh. She was a Research assistant at Fredrick Elbert Foundation working on the issue of child labour in India. She was also the Country representative of The STEP Foundation, a Swiss NGO with its head office in Basel in Switzerland. Her guidance on various matters related to the growth of the Company will be supportive to the Company in dealing with complex matters. Further details and current directorships of the Mrs. Manju Vira Gupta is provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mrs. Manju Vira Gupta as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Resolution at Item No.4 of this Notice for approval of the Members.

Except Mrs. Manju Vira Gupta and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Mr. Ravinder Singh Bedi (DIN-01408189) as Independent Director, for a second term of five years from January 1, 2020 to December 31, 2024, not liable to retire by rotation. Mr. Ravinder Singh Bedi was appointed as Independent Director at the 51st Annual General Meeting ("AGM") of the Company and holds office up to December 31, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Mr. Ravinder Singh Bedi would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.



NOTICE (Contd.)

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.

Mr. Ravinder Singh Bedi is a Graduate of the National Defence Academy. He has served in various capacities in the Government of India for 43 years. He is also President of Delhi Golf Club. His guidance on various matters related to the growth of the Company has been notable and supportive to the Company in dealing with complex matters. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Mr. Ravinder Singh Bedi as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mr. Ravinder Singh Bedi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

ITEM NO. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Prof. Dinesh Mohan (DIN-00077959) as Independent Director, for a second term of five years from January 1, 2020 to December 31, 2024, not liable to retire by rotation. Prof. Dinesh Mohan was appointed as Independent Director at the 51st Annual General Meeting ("AGM") of the Company and holds office up to December 31, 2019. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Prof. Dinesh Mohan would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during on all working days during 11.00 A.M. to 1.00 P.M. up to the date of the Meeting and also at the Venue of the AGM.

Prof. Dinesh Mohan is Henry Ford Professor for Biomechanics and Transportation Safety and Co-ordinator of the Transportation Research and Injury Prevention Programme at the Indian Institute of Technology (IIT), Delhi. He is member of the WHO Advisory panel on Accident Prevention. His guidance on various matters related to the growth of the Company has been notable and supportive to the Company in dealing with complex matters. Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Prof. Dinesh Mohan as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 6 of this Notice for approval of the Members.

Except Prof. Dinesh Mohan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors
For Mawana Sugars Limited

(Ashok Kumar Shukla)
Company Secretary
ACS-29673

Place : New Delhi
Dated : 24.05.2019

Mawana Sugars Limited

NOTICE (Contd.)

ANNEXURE

Brief Profile of Director/s seeking appointment/re-appointment at the forthcoming Annual General Meeting (In pursuance to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Name of the Director | Mrs. Manju Vira Gupta | Mr. Ravinder Singh Bedi | Prof. Dinesh Mohan |
|--|---|--|---|
| DIN | 05186954 | 01408189 | 00077959 |
| Date of Birth | 14.12.1943 | 23.10.1943 | 04.10.1945 |
| Date of appointment | 26.12.2018 | 28.3.2007 | 05.05.1992 |
| Expertise in the specific functional area | Mrs. Manju Vira Gupta was a Research assistant at Fredrick Elbert Foundation working on the issue of child labour in India. She was also the Country representative of The STEP Foundation, a Swiss NGO with its head office in Basel in Switzerland. | Mr. Bedi has served in various capacities in the Government of India for 43 years. | Prof. Dinesh Mohan is Henry Ford Professor for Biomechanics and Transportation Safety and Co-ordinator of the Transportation Research and Injury Prevention Programme at the Indian Institute of Technology (IIT), Delhi. He is a member of the WHO Advisory panel on Accident Prevention. He serves on the editorial board of an international journal. Professor Mohan has been a consultant on safety related matters to government departments in India, Nepal, Indonesia, Thailand, Bangladesh, Iraq and Libya and many automotive industrial houses. He is also a recipient of many prestigious awards. |
| Qualification | M.A. (Sociology) from Barkatullah University, Bhopal, Madhya Pradesh. | Graduate of the National Defence Academy | Ph.D. and M.S. in Bioengineering, M.S. in Mechanical and Aerospace Engineering, B. Tech (Hons.) in Mechanical Engineering. |
| Shareholding in the Company (including HUF) | 306 | Nil | Nil |
| Directorship held in other public companies (excluding foreign companies) | Nil | - Siel Industrial Estate Ltd. - Delhi Golf Club | Nil |
| Membership/ Chairman ship of Committees of other public companies (including only Audit Committee and Stakeholders Relationship Committee) | Nil | Nil | Nil |
| Disclosure of Relationship between Director inter-se | Nil | Nil | Nil |

Mawana Sugars Limited

(CIN: L74100DL1961PLC003413)

Registered Office: 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125

Phone No: 011-25739103, Fax No: 011-25743659

E-mail: corporate@mawanasugars.com, Website: www.mawanasugars.com



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|---------------------------|-----------------|
| Folio No./DP ID/Client ID | No. of Share(s) |
| Name of Member(s): | |
| Registered Address: | |

I/ We, being the Members(s), holding shares of the above named company, hereby appoint:

- 1) Name Address:
Email ID Signature: or failing him/ her
- 2) Name Address:
Email ID Signature: or failing him/ her
- 3) Name Address:
Email ID Signature:

as my/ our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 55th Annual General Meeting of the Company, to be held on Friday, the 2nd August, 2019 at 11.00 A.M at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions | Optional* | |
|---------------------------|---|-----------|---------|
| | | FOR | AGAINST |
| Ordinary Business: | | | |
| 1. | To consider and adopt: (a) the audited financial statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon. | | |
| 2. | Re-appointment of Mr. Dharam Pal Sharma (DIN-07259344), Director who retires by rotation and, being eligible, offers himself for re-appointment. | | |
| Special Business: | | | |
| 3. | Approval for ratification of remuneration payable to the Cost Auditors for financial year 2019-20 | | |
| 4. | Appointment of Mrs. Manju Vira Gupta (DIN-05186954), as an Independent Director | | |
| 5. | Re-appointment of Mr. Ravinder Singh Bedi (DIN-01408189), as an Independent Director | | |
| 6. | Re-appointment of Prof. Dinesh Mohan (DIN-00077959), as an Independent Director | | |

Signed this day of 2019

Signature of Shareholder(s)

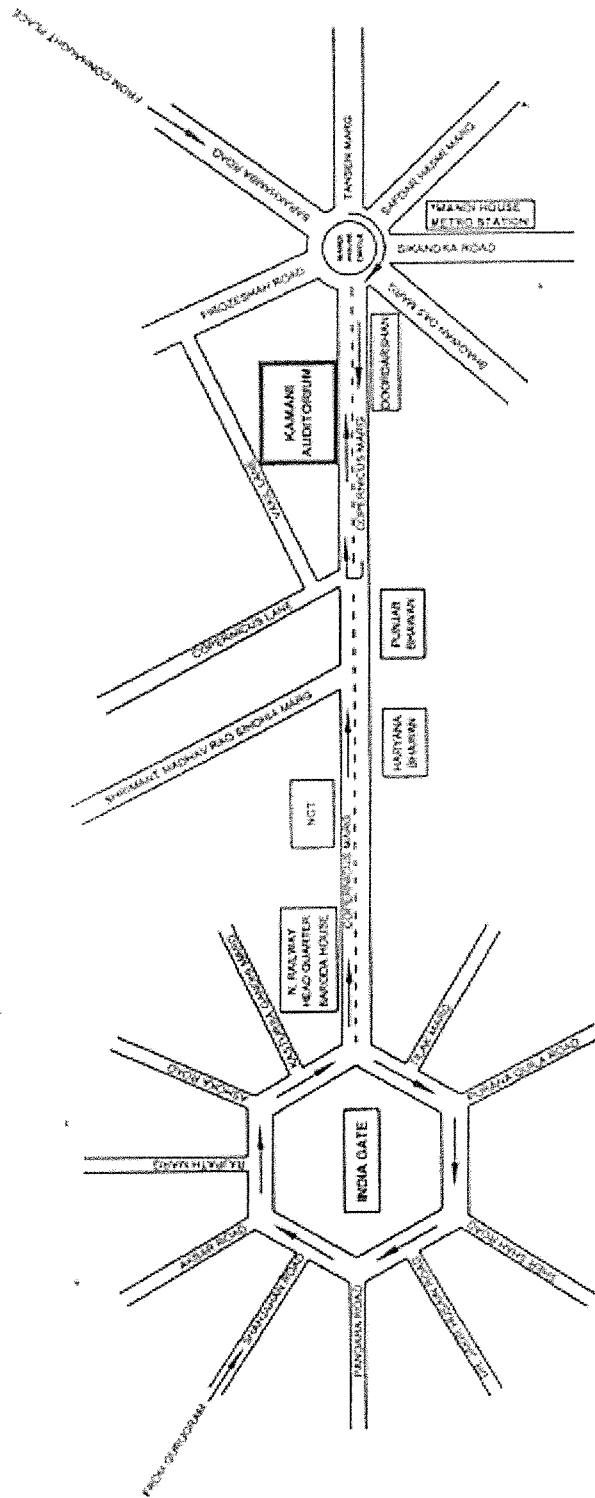
Affix
Revenue
Stamp

Signature of 1st Proxy holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

- Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Regd. office of the Company not less than 48 hours before the commencement of the Meeting.
 2. For Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 55th Annual General meeting.
 - 3*. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



If undelivered, please return to:

Mawana Sugars Limited

(CIN: L74100DL1961PLC003413)

Registered Office: 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125

Phone No: 011-25739103, Fax No: 011-25743659

E-mail: corporate@mawanasugars.com, Website: www.mawanasugars.com

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E-mail: corporate@mawanasugars.com, Website: www.mawanasugars.com



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REMOTE ELECTRONIC VOTING PARTICULARS

| EVSN (Electronic Voting Sequence Number) | USER ID | PAN NO. | NO. OF SHARES |
|--|---------|---------|---------------|
| | | | |

The remote e-voting facility will be available during the following voting period:

| | |
|---------------------------------|---|
| Commencement of remote e-voting | From 09:00 a.m. (IST) on July 30, 2019 |
| End of remote e-voting | Upto 05:00 p.m. (IST) on August 1, 2019 |

The cut-off date (i.e. the relevant date) for the purpose of remote e-voting is July, 26, 2019.

.....TEAR HERE.....

Mawana Sugars Limited

(CIN: L74100DL1961PLC003413)

Registered Office: 5th Floor, Kirti Mahal, 19, Rajendra Place, New Delhi – 110125

Phone No: 011-25739103, Fax No: 011-25743659

E-mail: corporate@mawanasugars.com, Website: www.mawanasugars.com



ATTENDANCE SLIP

| | |
|--|--|
| Regd. Folio No./DP ID – Client ID | |
| Name & Address of First/Sole Shareholder | |
| No of Shares held | |

I/We hereby record my/our presence at the 55th Annual General Meeting of the Company to be held on Friday, the 2nd August, 2019 at 11.00 A.M. at Kamani Auditorium, 1, Copernicus Marg, New Delhi – 110001.

Signature of 1st holder/Proxy

Signature of 1st Joint holder

Signature of 2nd Joint holder

Notes:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- Member/Proxy holders wish to attending the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly filled in and signed

Instructions and other information relating to remote e-voting are as under:

- i. The remote e-voting facility can be availed by typing the link www.evotingindia.com in the internet browser.
- ii. Click on the "shareholders" tab.
- iii. Now select the Company name from the drop down menu and click on "SUBMIT"
- iv. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL : 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are already registered with CDSL for remote e-voting than you can use your existing user Id and password for casting your vote.
- vii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|----------------------|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given in the box. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio respectively in dd/mm/yyyy format. |
| Bank Account Details | Enter the Bank Account Details as recorded in your demat account or in the company records for the said demat account or folio respectively. Please enter the DOB or Bank Account Details in order to login. If the both details are not recorded with the depository or company please enter the member id/folio number in the Bank Account Details field. |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates and custodians respectively.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same and e-mail to nirbhaykumar77@gmail.com.

General Instructions:

- (A). The remote e-voting period commences on July 30, 2019 (9.00 a.m.) and ends on August 1, 2019 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 26, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (B). In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (C). The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date (i.e. the relevant date) of July 26, 2019.
- (D). The Company has appointed Mr. Nirbhay Kumar (M.No.21093) of M/s. Nirbhay Kumar & Associates (Company Secretary in practice), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (E). The Scrutinizer will after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and will make, not later than 48 hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (F). The Results declared along with the report of the Scrutinizer will be placed on the website of the Company www.mawanasugars.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited, Mumbai & The National Stock Exchange of India Ltd., Mumbai.