

SIR SHADI LAL ENTERPRISES LIMITED  
(Corporate Identity No. L51909UP1933PLC146675)  
Regd. Office: UPPER DOAB SUGAR MILL ,SHAMLI , UP 247776  
Ph.: 01398-250064 Fax: 01398-250032  
Email Id: udsm\_shamli@sirshadilal.com Website: [www.sirshadilal.com](http://www.sirshadilal.com)

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### POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), (including any statutory modification or re-enactment thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and the latest once being General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Regulation 44 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR”) and other applicable provisions, if any, of the SEBI LODR, for the time being in force and as amended from time-to-time and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS- 2”), that the resolution set-out below is proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice (“Notice”), for your consideration.

Pursuant to Rule 22(5) of the Management Rules, Mr. Sunil Kumar Jain (Membership No. FCS 4089), Proprietor of M/s. Sunil K Jain & Associates, Company Secretaries, New Delhi has been appointed as the “Scrutinizer”, to scrutinize the e-voting process in a fair and transparent manner.

The e-voting period commences from 09.00 a.m. (IST) on Friday, March 01, 2024, and ends At 05.00 p.m. (IST) on Saturday, March 30 2024. Members are requested to peruse the proposed resolution along with the explanatory statement, carefully read the instructions in the Notes to this Notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolution not later than 05:00 p.m. (IST) on Saturday , March 30 , 2024 (the last day to cast vote electronically).

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the “Chairman”) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of e-voting shall be intimated to BSE Limited, where the Company’s equity shares are listed within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the websites of the Company at [www.sirshadilal.com](http://www.sirshadilal.com), the stock exchanges at [www.bseindia.com](http://www.bseindia.com) and National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, March 30, 2024, i.e. the last date specified for e-voting.

## PROPOSED RESOLUTION

### 1. Re-appointment of Mr. Rajat Lal as the Managing Director of the Company

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 Sections 196, 197, 203 and all other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and subject to such other sanctions/approvals, as may be necessary or required, consent of the members be and is hereby accorded for re-appointment of Mr. Rajat Lal (DIN: 00112489), as the Managing Director of the Company for a period of five (5) years with effect from April 01, 2024 upto March 31, 2029, not liable to retire by rotation, on the terms and conditions of re-appointment including remuneration as set-out in the Explanatory Statement annexed to the Notice, with authority to the Board to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board and Mr. Rajat Lal, Managing Director subject to the provisions of the Act and applicable laws.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year during the currency of the tenure of Mr. Rajat Lal, the Company has no profits or inadequate profit, Mr. Rajat Lal will be paid remuneration by way of salary and perquisites as set out in the Explanatory Statement annexed to the Notice, subject to requisite approval, if any, as may be required under the Act or rules made thereunder (including any modification or re-enactment thereof).

RESOLVED FURTHER THAT for the purposes of giving effect to the above resolution, the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings, file requisite filings, settle all questions, difficulties or doubts that may arise in this regard including for obtaining necessary approvals in relation thereto, and do such other acts, deeds, matters and things as may be considered necessary, desirable or expedient and delegate all or any of its powers herein conferred to any committee of directors or director(s) or officer(s) of the Company.”

By Order of the Board of Directors  
For Sir Shadi Lal Enterprises Limited  
Sd/-

Ajay Kumar Jain

Company Secretary

Membership No.: FCS5826

Place: Shamli

Date: February 10, 2024

#### REGISTERED OFFICE:

Upper Doab Sugar Mill,

Shamli - 247776, (U.P.), India

CIN: L51909UP1933PLC146675

E-mail: [Cs@sirshadilal.com](mailto:Cs@sirshadilal.com)

Website: [www.sirshadilal.com](http://www.sirshadilal.com)

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts pertaining to the resolution, is annexed hereto for your consideration and forms part of this Notice.
2. The relevant details, pursuant to the provisions of SEBI LODR and SS-2, in respect of Director seeking re-appointment are also annexed hereto.
3. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, February 23, 2024 as received from NSDL and Central Depository Services (India) Limited (collectively referred to as “**Depositories**”). In compliance with MCA Circulars, the Notice is being sent to members only in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding). Physical copies of the Notice are not being sent to the members for this Postal Ballot. Therefore, those members who have not yet registered their e-mail addresses are requested to verify / update their e-mail addresses and mobile number with their respective Depository Participants. Members can temporarily update their email address and mobile number with Company’s RTA - Link Alankit Assignment Limited, by visiting the link: [https://alankit.com/emailreg/email\\_register.html](https://alankit.com/emailreg/email_register.html)
4. The Notice is also available on the website of the Company at [www.sirshadilal.com](http://www.sirshadilal.com), on the website of stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules and Regulation 44 of SEBI LODR, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members. The instructions for e-voting are annexed to this Notice.
6. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, February 23, 2024 (“**Cut- Off date**”). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date will be entitled to cast their votes by e-voting. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
7. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
  - a) **Commencement of e-voting:** Friday, March 01, 2024 at 09:00 am (I.S.T.)  
**End of e-voting:** Saturday, March 30, 2024 at 05:00 pm (I.S.T.)  
 (both days inclusive).
  - b) The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

8. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate, and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution /authority letter /power attorney, etc.) in favour of their authorized representatives to the scrutinizer through e-mail to [sunil.jain.sk@gmail.com](mailto:sunil.jain.sk@gmail.com) with a copy marked to [cs@sirshadilal.com](mailto:cs@sirshadilal.com).
9. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 01, 2023, as per below:
- a) Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The formats can be downloaded from RTA's website at <https://web.alankit.com/KYC-downloads.html> or from the Company's website at [https://www.sirshadilal.com/pan\\_update\\_form.html](https://www.sirshadilal.com/pan_update_form.html) [download](#).
- b) Members holding shares in dematerialized form: to their respective DPs as per the procedure prescribed by them.
10. Members may further note that SEBI vide circular dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting the forms in the specified formats, which are available on the website of the Company at [https://www.sirshadilal.com/pan\\_update\\_form.html](https://www.sirshadilal.com/pan_update_form.html) and also available on the website of the RTA at <https://web.alankit.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI LODR and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.
12. Instructions for members for e-voting:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system





Step 2: Cast your vote electronically on NSDL e-voting system

[Step 1: Access to NSDL e-voting system](#)

**A) Login method for e-voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL.</b>	<p><b>NSDL IDeAS Facility</b></p> <p>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on Company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p><b>E-voting website of NSDL</b></p> <p>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p> <p>Shareholders/members can also download NSDL Mobile App “<b>NSDL SPEED-e</b>” facility by scanning the QR code mentioned below for seamless voting experience</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<b>a) For members who hold shares in demat account with NSDL.</b>	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>b) For members who hold shares in demat account with CDSL.</b>	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

**c) For members holding shares in Physical Form.**

EVEN Number i.e., 123867 followed by Folio Number registered with the company.  
For example if folio number is 001\*\*\*, then user ID is 123867001\*\*\*

5. 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.**
6. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.  
[Step 2: Cast your vote electronically on NSDL e-Voting system.](#)  
How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of SIR SHADI ENTERPRISES Limited, which is 127954.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered e-mail address to [sunil.jain.sk@gmail.com](mailto:sunil.jain.sk@gmail.com) with a copy marked to [cs@sirshadilal.com](mailto:cs@sirshadilal.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / 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 your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000.  
For any grievances regarding e-voting or any queries related thereto, you may contact Ms. Pallavi Mhatre, Senior Manager NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on: 022 - 4886 7000 and 022 - 2499 7000.



**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@sirshadilal.com](mailto:cs@sirshadilal.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@sirshadilal.com](mailto:cs@sirshadilal.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **EXPLANATORY STATEMENT**

[Pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)]

### **ITEM NO. 1**

The existing term of appointment of Mr. Rajat Lal as a Managing Director of the Company is to expire on March 31, 2024. On the recommendations of the Nomination and Remuneration Committee (“NRC”); the Board of Directors of the Company (“Board”) has approved, at its meeting held on February 10, 2024, Re- appointment of Mr. Rajat Lal as the Managing Director for a further period of five (5) years with effect from April 01, 2024 to March 31, 2029, subject to the approval of the members, on the terms of remuneration given below.

The re-appointment of Mr. Rajat Lal has been recommended by the Company's NRC after a thorough evaluation of his performance and contribution to the Company. The Board believes that Mr. Rajat Lal has a deep understanding of Sugar and Alcohol Industry, and his experience and expertise have been invaluable in navigating the Company through several challenges and opportunities over the years. He has also built strong relationships with our stakeholders. In addition to his exceptional leadership skills and industry expertise, Mr. Rajat Lal has also consistently demonstrated a strong commitment to our Company's values and mission. He has been a driving force in promoting our Company's culture of innovation, collaboration, and accountability. His clear vision for our Company would be helpful in developing and executing strategies that have allowed us to stay ahead

of peers. The Board also believes that the re-appointment of Mr. Rajat Lal as the Managing Director is in the best interest of the Company.

In terms of Section 196(3) of Companies Act, 2013, the approval of members by way of Ordinary resolution is sought for re-appointment of Mr. Rajat Lal, aged 64 years, as a Managing Director for a period of five (5) years.

Regulation 17(1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (as amended upto date) provides that ‘the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier’. Hence approval of members is being sought by Postal Ballot through e-voting .

Additional information in respect of Mr. Rajat Lal, pursuant to Regulation 36 of SEBI LODR and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), is given below.

Name of the Director	Mr. Rajat Lal
DIN	00112489
Date of Birth	04.09.1959
Age	64 years
Category of the Director	Managing Director
Educational Qualifications	B.Com, B.S. (U.S.A), M.B.A. (U.S.A)
Experience	39 years
Expertise in specific functional areas	All Area of Management
Date of first Appointment on the Board	16.05.1983
Terms and conditions of appointment	As per Detail annexed
Remuneration proposed to be given	As per Detail annexed
Number of shares held in the Company as on date	1000
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship / Membership of Committees Audit and Stakeholders’ Relationship Committees across Public Companies	Nil
Relationship between Directors inter se	Father of Mr. Rahul Lal
Remuneration last drawn ( Financial Year 2022-23)	Rs. 29.13 Lakhs
Number of meetings of the Board attended during the Financial year 2023-24 ( up to 20.02.2024)	4

The key terms and conditions of Re-appointment including remuneration of Mr. Rajat Lal, are given below:

**A. Tenure of reappointment**

The re-appointment as Managing Director is for a period of five (5) years with effect from April 01, 2024 to March 31, 2029. Mr. Rajat Lal is not liable to retire by rotation.

Name	: Mr. Rajat Lal
Designation	: Managing Director
Tenure of Office	: 1.4.2024 to 31.3.2029
Salary per Month	: Rs.1,26,000
Commission	: 4.5%

**Perquisites****Part A**

Housing	: 60% of the salary
Electricity & Water Charges	: 5% of the salary
Medical Reimbursement	: Expenses incurred for self and family, subject to a ceiling of one Month salary per year or 5 months' salary in a period of 5 years.
Personal Accident Insurance	: Premium not to exceed Rs. 10,000 per year in each case.

**Part B**

Co's contribution towards P.F. / Superannuation fund	: Company contribution towards Provident Fund @ 12% of Salary and Superannuation Fund @ 15% of salary.
Gratuity	: As per rules of the Company
Encashment of Leave	: As per rules of the Company

**PART-C:**

- 1) **Car** : Provision of a chauffeur driven car for office use.
- 2) **Telephone** : Free telephone facility at residence, personal long distance calls to be paid by him.
- 3) **Entertainment Expenses** : Reimbursement of entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

Payments in Part-C will not be considered as perquisites for the purpose of ceiling under Sections 197 of the Companies Act, 2013.

**OTHER TERMS APPLICABLE TO THE APPOINTMENT & MINIMUM REMUNERATION:**

1. He will not be paid any "Sitting fee" for attending the meetings of the Board of Directors or Committee's thereof.
2. The Board/'Nomination and Remuneration Committee' may revise the existing terms or allow any other facilities/perquisites, from time to time, within the overall ceiling.
3. In the event of absence or inadequacy of profits in any financial year, he will be paid the above remuneration excluding commission as minimum remuneration, subject to the overall ceilings laid down in Section-II of Part-II of Schedule V. (In that event, contribution to Provident Fund and Superannuation Fund to the extent these are exempted under the Income-Tax Act, 1961 and gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites).

4. The appointment may be terminated by either party by giving six calendar months' notice in writing or lesser notice as may be agreed to.

In the event of termination of the appointment by the Company, he will be entitled to receive compensation in accordance with the Provisions of section 191 & 202 of the Companies Act, 2013.

The Company has not defaulted in debt servicing. Hence, the proposed remuneration could be sanctioned by the shareholders, without need for the approval of Central Government, by way of Ordinary resolution. Statement containing prescribed information for this purpose is furnished hereunder.

Memorandum and Articles of Association, relevant resolutions passed by the Board and the written memorandum setting out the terms of revision of salary of Managing Director vide Section 190 (1) (b) are available for inspection by members at the registered office of the Company between 11.00 a.m. and 1.00 p.m. on any working day.

Mr. Rajat Lal and Mr. Rahul Lal and his relatives are interested in the resolution.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Company has received all statutory disclosures / declarations from Mr. Rajat Lal including consent in writing to act as director and intimation that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In compliance with the provisions of Sections 152, 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, read with rules framed thereunder and applicable provisions of SEBI LODR, the terms and conditions of re-appointment including remuneration of Mr. Rajat Lal as Managing Director as specified above are now being placed before the members of the Company for their approval. The Board recommends the resolutions at Item No. 1 for approval by the members as Ordinary Resolution.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 190 of the Act.

By Order of the Board of Directors  
For [Sir Shadi Lal Enterprises Limited](#)  
Sd/-

[Ajay Kumar Jain](#)

Company Secretary

Membership No.: FCS5826

Place: Shamli

Date: February 10, 2024

**REGISTERED OFFICE:**

Upper Doab Sugar Mill,

Shamli - 247776, (U.P.), India

CIN: L51909UP1933PLC146675

E-mail: [Cs@sirshadilal.com](mailto:Cs@sirshadilal.com)

Website: [www.sirshadilal.com](http://www.sirshadilal.com)