



CIN: L15122UP2015PLC069635

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

Email: avadhsugar@birlasugar.org; Website: www.avadhsugar.com

Phone (05862) 256220 Fax (05862) 256225

NOTICE OF POSTAL BALLOT

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

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 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) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), that the resolution seeking approval for appointment of Mr. Chandra Shekhar Nopany (DIN 00014587) as Managing Director designated as Co-Chairperson of the Company for a term of 5 (five) years with effect from 01st September, 2025 till 31st August, 2030, is proposed to be passed as a Special Resolution by the Members of Avadh Sugar & Energy Limited ("**Company**") through Postal Ballot by voting through electronic means ("**remote e-voting**") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice along with the instructions regarding e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository(ies)/Registrar and Share Transfer Agent ("**RTA**") and whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories as on **Friday, August 8, 2025 ("**Cut-Off Date**")**. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Company's RTA/Depository(ies), please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Postal Ballot Notice is also accessible on the website of the Company at www.avadhsugar.com and from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of NSDL at www.evoting.nsdl.com

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors has appointed Mr. Mohan Ram Goenka, a Practising Company Secretary (Membership No. FCS 2551), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited ("**NSDL**") as the agency to provide e-voting facility. The e-voting facility will be available at the link www.evoting.nsdl.com during the following period (both days inclusive) and shall be disabled for voting thereafter.

Commencement of Remote e-voting	End of Remote e-voting
Thursday, August 14, 2025 at 09:00 A.M. (IST)	Friday, September 12, 2025 at 05:00 P.M. (IST)

We request you to carefully read the detailed procedure and instructions for remote e-voting set out in the Postal Ballot Notice.

The resolution, if passed by requisite majority shall be deemed to have been passed on September 12, 2025. The results of e-voting will be announced within two working days from the end of remote e-voting and will be displayed on the Company's website at www.avadhsugar.com and NSDL at www.evoting.nsdl.com. The same will also be communicated to the Stock Exchanges.

By Order of the Board
For **Avadh Sugar & Energy Limited**

Prashant Kapoor
Company Secretary & Compliance Officer
ACS- 15576

Place: Kolkata

Date: August 4, 2025

SPECIAL BUSINESS

APPOINTMENT OF MR. CHANDRA SHEKHAR NOPANY (DIN 00014587) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS

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 Section 2(54), 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Chandra Shekhar Nopany (DIN 00014587) as the Managing Director designated as Co-Chairperson of the Company for a term of 5 (five) years commencing from 01st September, 2025 till 31st August, 2030, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (the Board) and on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and / or vary the terms and conditions of the said appointment and / or enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson of the Company, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 (five) years from the date of appointment, as may be agreed to between the Board and Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson of the Company which shall be in accordance with the provisions of Schedule V and other applicable provisions of the Act and prescribed rules made thereunder, for the time being in force, subject to necessary sanctions and approvals, if any;

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board
For **Avadh Sugar & Energy Limited**

Prashant Kapoor
Company Secretary & Compliance Officer
ACS- 15576

Place: Kolkata
Date: August 4, 2025

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment as Managing Director are also annexed to this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on **Friday, August 8, 2025 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre- paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.avadhsugar.com websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.avadhsugar.com) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited, Rasoi Court, 20 R N Mukherjee Road, Kolkata 700001.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

6. Voting rights of a member / beneficial owner shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The e-voting period commences at 9:00 a.m. (IST) on Thursday, August 14, 2025 and ends at 5:00 p.m. (IST) on Friday, September 12, 2025.
9. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., September 12, 2025.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to avadsugar@birlasugar.org mentioning his / her / its folio number / DP ID and Client ID.

12. PROCEDURE FOR E-VOTING:





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/ IdeasDirectReg.jsp 4. 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. 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.

Type of shareholders	Login Method
	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 to login 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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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 as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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
 - 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.com 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.com. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

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 avadhsugar@birlasugar.org
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 avadhsugar@birlasugar.org. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice.

Mr. Chandra Shekhar Nopany (DIN 00014587) has been associated with the Company in the capacity of a Non-Executive Director designated as Co-Chairperson of the Company since 29th July 2016, bringing in valuable insights and contributing significantly to the strategic direction and governance of the Company. Mr. Chandra Shekhar Nopany is an eminent industrialist, having vast industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers and has proven leadership capabilities and deep understanding of the Company's operations.

The Board at its meeting held on 4th August, 2025 on the recommendation of the Nomination and Remuneration Committee has appointed Mr. Chandra Shekhar Nopany (DIN 00014587), as the Managing Director designated as Co-Chairperson of the Company, for a period the 5 (five) years with effect from 01st September, 2025 till 31st August, 2030, subject to the approval of the Members of the Company on the following terms and conditions including remuneration and other benefits and perquisites as detailed below:

Key Terms of Appointment:

Designation	Managing Director designated as Co-Chairperson
Term	5 (Five) years w.e.f 01st September, 2025 till 31st August, 2030
Terms & Condition of appointment including Remuneration	As detailed below
Powers & Responsibilities	As delegated by the Board from time to time in accordance with the Articles of Association and applicable laws.

i	Salary	Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per month.
ii	Commission	Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson shall also be entitled to a commission of 5% of net profit of the Company, subject to the condition that the aggregate of the salary, perquisites, and commission shall be the amount maximum permitted under Section 197 and Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof).
iii	House	The Company shall provide free furnished accommodation and pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.
iv	Medical Reimbursement	Reimbursement of medical expenses incurred by Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson for self and his family, subject to a ceiling of one months' salary in a year or five months' salary over a period of five years.
v	Leave	Leave with full pay including encashment of un-availed earned leave at the end of the tenure of Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson as per the rules of the Company.
vi	Leave Travel Concession	Leave Travel Concession be provided to Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson and his family once in a year in accordance with the rules of the Company.
vii	Entertainment, Traveling and Other Expenses	Reimbursement of entertainment, travelling and all other expenses incidental thereto incurred by Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson for the business purpose of the Company.
viii	Club Fees	Subject to a maximum of two clubs.
ix	Car & Telephone	The Company shall provide a car with driver and telephone at the residence of Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson. Provision of car for use on the Company's business and telephone will not be considered as perquisites. Personal long-distance calls and use of car for private purposes shall, however, be paid for by Mr. Chandra Shekhar Nopany as Managing Director designated as Co-Chairperson.
x	Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson by way of salary, perquisites, allowances and commission as specified above, exceeding the limits as stipulated in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) pursuant to the provisions of Schedule V of the Act.
xi	Retirement by Rotation	Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson shall not be liable to retire by rotation as a Director, as per the provisions of Section 152 of the Companies Act, 2013.
xii	Period of Appointment	The term of appointment of Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson will be effective for a period of 5 (five) years from 01st September, 2025 till 31st August, 2030.

xiii	Other Terms and Conditions	<p>a) Subject to provisions of Section 197 of the Act, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter / vary the terms and conditions of the appointment of Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson from time to time, at its discretion. Such alteration or variation, in terms however, shall be in compliance with the applicable provisions of the Act.</p> <p>b) Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson shall not be entitled for the sitting fees and applicable allowances for attending the meetings of the Board of Directors or any Committee thereof.</p> <p>c) The powers & responsibilities of Mr. Chandra Shekhar Nopany as the Managing Director designated as Co-Chairperson shall be delegated by the Board from time to time in accordance with the Articles of Association and applicable laws.</p>
------	-----------------------------------	--

Mr. Chandra Shekhar Nopany, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be appointed as Managing Director designated as Co-Chairperson of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is also not debarred from holding the office of Managing Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other authority.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Chandra Shekhar Nopany under Section 190 of the Act.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the “Annexure” to this Postal Ballot Notice.

In the opinion of the Board, the appointment of Mr. Chandra Shekhar Nopany as Managing Director designated as Co-Chairperson is in the best interest of the Company and accordingly, the Board recommends the Special Resolution as set out in this Postal Ballot Notice for approval by the Members.

Save and except Mr. Chandra Shekhar Nopany, Ms. Nandini Nopany and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the Resolution as set out in this Notice.

Annexure to the Postal Ballot Notice

DISCLOSURES RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Mr. Chandra Shekhar Nopany
DIN No.	00014587
Designation	Managing Director designated as Co-Chairperson
Age	59 years
Date of first appointment	29.07.2016
Qualification	Mr. Chandra Shekhar Nopany is a Member of the Institute of Chartered Accountants of India and Master of Science in Industrial Administration from Carnegie Mellon University, Pittsburgh, USA.
Expertise in specific functional areas	Mr. Chandra Shekhar Nopany is an eminent industrialist having vast industrial experience in diverse fields like sugar, tea, shipping, textiles, fertilizers. He was the past president of Indian Chamber of Commerce and the present member of the Executive Committee of FICCI.
Terms and Conditions of appointment	Mr. Chandra Shekhar Nopany is proposed to be appointed as the Managing Director designated as Co-Chairperson for a period of 5 (five) years with effect from 01st September, 2025 till 31st August, 2030, not liable to retire by rotation
Directorships held in other public companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Chambal Fertilisers and Chemicals Limited 2. Sutej Textiles and Industries Limited 3. Magadh Sugar & Energy Limited 4. SIL Investments Limited 5. New India Retailing & Investment Limited 6. Morton Foods Limited 7. Yashovardhan Investment & Trading Company Limited 8. Ronson Traders Limited
Memberships / Chairmanships of Committees of other Indian public companies	Stakeholders Relationship Committee - Chairman SIL Investments Limited
	Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member Chambal Fertilizers & Chemicals Limited
Number of Shares held in the Company	68,176
Inter-se relationships between Directors	Mr. Chandra Shekhar Nopany is the son of Ms. Nandini Nopany, Chairperson of the Company
No. of Board Meetings attended	FY 2024-25 - 100% (6 meetings held) FY 2025-26 (till the date of this Postal Ballot Notice) - 100% (3 meetings held)
Details of remuneration last drawn from the Company during FY 2024-25	Rs. 17.60 Lakhs
Remuneration proposed to be paid	As per the resolution of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act
Listed entities from which the Director has resigned in the past three years	None