



CIN L15122UP2015PLC069635

Registered Office: P.O. Hargaon, Dist. Sitapur (U.P.), Pin – 261 121; Phone: (05862) 256220

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

Notice of 12th Annual General Meeting

NOTICE is hereby given that the 12th (Twelfth) Annual General Meeting of **Avadh Sugar & Energy Limited** will be held on **Tuesday, 28th July, 2026 at 11:00 am (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31st March, 2026.
3. To appoint a Director in the place of Mr. Sukhvir Singh (DIN: 06645482), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the payment of remuneration of ₹1,92,500/- (Rupees One Lakh Ninety-Two Thousand Five Hundred Only) (apart from reimbursement of out of pocket expenses and applicable taxes) to Cost Auditor, Mr. Somnath Mukherjee (Firm Registration Number - 102110), for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2027, as approved by the Board of Directors on the recommendation of the Audit Committee, be and is hereby ratified."

5. To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder, read with Schedule IV of the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Shareholders of the Company be and is hereby accorded for appointment of Mr. Amit Dalal (DIN:00297603), who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Act read with the Listing Regulations, as amended from time to time, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, as an Independent Director on the Board of the Company, for a term of 5 (five) consecutive years w.e.f. 12th May, 2026 to 11th May, 2031 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

6. To consider and if thought fit, to pass the following Resolution as **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the Rules made thereunder, read with Schedule IV of the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mr. Rahul Chhabra (DIN : 10041446), who was appointed as an Additional Director of the Company with effect from 15th June, 2026, pursuant to Section 161 of the Act, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who has submitted the declaration that he meets the

criteria for Independence as provided under the Act and the Listing Regulations and holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director on the Board of the Company, for a term of 5 (five) consecutive years w.e.f. 15th June, 2026 to 14th June, 2031 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto."

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

Prashant Kapoor
Company Secretary
ACS – 15576

Place : Kolkata
Dated : 10th June, 2026

NOTES:

1. Pursuant to the latest General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA), Circular dated 3rd October, 2024 issued by SEBI and such other applicable circulars issued by MCA and SEBI (the Circulars), the Company is convening the 12th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM), without the physical presence of the Shareholders at a common venue.
2. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), MCA Circulars and SEBI Circulars, the 12th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of:
 - (a) voting through remote e-voting;
 - (b) participation in the AGM through VC/OAVM facility;
 - (c) e-voting during the AGM.

The registered office of the Company shall be deemed to be the venue for the AGM.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF SHAREHOLDERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY SHAREHOLDERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. As per the provisions of Clause 3.A.II. of the General Circular No.20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the matters of Special Business as appearing at Item No. 4 to 6 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
5. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item No. 4 to Item No. 6 forms part of this Notice.
6. Additional information, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM is furnished as Annexure to this Notice.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or Company's Registrars and Transfer Agents, MUFG Intime India Private Limited ("RTA") for assistance in this regard.
9. Shareholders who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
10. Shareholders are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Shareholders may note that SEBI has mandated the submission of PAN by every participant in the securities market.
11. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be

obtained from the concerned DP and holdings should be verified from time to time.

12. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

13. Nomination

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Shareholder desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Shareholder may submit the same in Form ISR- 3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <https://avadhsugar.com/downloads/#investorInn>. Shareholders are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at kolkata@in.mpms.mufig.com in case the shares are held in physical form, quoting their folio no(s).

14. Shareholders may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition.

Pursuant to the Circular dated 30th January, 2026, effective 2nd April, 2026, SEBI has done away with issuance of Letter of Confirmation. The shareholders, besides the mandated documents on the subject service request are required to submit the following additional documents along with service request:

- Form ISR 4, in the format prescribed by SEBI
- Demat Conversion Request Form ("DCRF") – NSDL or Demat Request Form ("DRF") – CDSL, as applicable and prescribed by the respective Depositories
- Latest Client Master List ("CML") of the demat account, not older than two months, in the same order of names as mentioned in the service

request, and duly attested by the Depository Participant ("DP") where the demat account is maintained

- Attestation of signatures of the Beneficial Owner(s) of the demat account by the DP on the DCRF/DRF and CML, as applicable

15. Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4/ ISR-5(for transmission) the format of which is available on the Company's website at <https://avadhsugar.com/downloads/#investorInn> and on the website of the Company's RTA at <https://www.in.mpms.mufig.com>. It may be noted that any service request can be processed only after the folio is KYC compliant.
16. In case of joint holders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote at the AGM.
17. Shareholders seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 21st July, 2026 by 01:00 pm (IST) through email at avadhsugar@birlasugar.org. The same will be replied by the Company suitably.
18. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company/ Depositories. Shareholders may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.avadhsugar.com and 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 and the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
19. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. Record Date for Payment of Dividend

The Company has fixed Friday, 17th July, 2026 as the 'Record Date' for determining entitlement of Shareholders to dividend for the financial year ended 31st March, 2026, if declared at the AGM.

The dividend of ₹10/- per equity share of ₹10/- each (i.e.100%), as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable:

- a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, 17th July, 2026.
- b) To all Shareholders in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 17th July, 2026.

21. Tax on Dividend

Dividend income is taxable in the hands of shareholders, and the Company is required to deduct Tax at Source (TDS) from such dividend paid to shareholders at the applicable rates prescribed by the Tax law in force. The applicable TDS rate depends on the shareholder's residential status, availability of valid PAN, tax treaty benefits (in case of non-resident shareholders) & special exemptions, if any, and submission of all requisite details & documents to the Company.

The Company has sent a separate communication to the shareholders with the details of applicable tax rates to different categories of shareholders and the documents/details required to be submitted by the shareholders.

Shareholders are requested to provide the documents/ details to RTA within the time prescribed in the communication being sent to the shareholders in order to enable us to determine the appropriate rate at which tax has to be deducted at source under the respective provisions of the Income-tax Act, 2025.

22. Special window for re-lodgement of physical share transfer requests

Pursuant to SEBI Circulars dated 2nd July, 2025 and 6th January, 2026 read with SEBI Master Circular issued to RTAs dated 6th February, 2026, Shareholders who had submitted transfer deeds for physical shares before 1st April, 2019, and whose requests were rejected, returned, or remained unprocessed due to deficiencies, have been provided a special re-lodgement window till 4th February, 2027, to re-lodge the transfer requests. Transfers would be approved if all the requisite documents are in place. Transfer of shares under this window will be credited only in dematerialised form and will carry a one-year lock in period from the date of transfer registration. Shareholders are requested to contact the Company or the RTA for assistance in this regard.

23. Simplification of Procedure for Issuance of Duplicate Share Certificates

The SEBI Circular dated 24th December, 2025 has simplified the framework for issuance of duplicate share certificates and related procedures. The documentation requirements have been standardized as below:

- i) Value Up to ₹10,000: Undertaking on plain paper (no notarisation required)
- ii) Value Above ₹10,000 and up to ₹10 lakh: Single Affidavit-cum-Indemnity Bond
- iii) Value Above ₹10 lakh: Affidavit-cum-Indemnity Bond along with FIR/Police

Complaint and Newspaper Advertisement

Further, Letter of Confirmation ('LOC') will not be issued effective 2nd April, 2026 and shares will be credited directly to the shareholder's demat account by the Company/RTA, subject to due diligence. Shareholders are requested to provide a Client Master List not older than two months, duly attested by their DPs. Any LOC issued before April 2, 2026, may be submitted by the shareholders to DP for dematerialisation within 120 days from the date of issuance of LOC.

24. Unclaimed Dividend

Shareholders are requested to note that, dividends if not encashed for a period of 7(seven) consecutive years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7(seven) consecutive years are also liable to be transferred to the Demat account of the IEPF Authority.

In view of this, Shareholders/ Claimants are requested to claim their unpaid/unclaimed dividends. The Shareholders, whose unclaimed dividends/ shares have been transferred to IEPF, may write to the Company/ RTA for advising the procedure for Claiming the shares / dividend from IEPF Authorities. On the shareholder/ Claimant complying with the procedure advised and submitting the required documents, the Company shall issue Entitlement Letter. The Shareholders can submit the Entitlement Letter along with Form IEPF 5 and other required documents as mentioned at [www. iepf.gov.in](http://www.iepf.gov.in) and claim their shares from IEPF Authority.

For details, please refer to the corporate governance report which is a part of this Annual Report and the investor page on the Company's website <https://avadsugar.com/investor-annual-report/>

25. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by the Shareholders during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Shareholders seeking to inspect such documents can send an email to avadhsugar@birlasugar.org by mentioning their Name and Folio No. / DP ID and Client ID.
26. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
27. Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD1/P/ CIR/2023/37 dated 16th March, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSDRTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSDRTAMB/P/ CIR/2021/687 dated 3rd November, 2021 and 14th December, 2021, respectively, SEBI has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.avadhsugar.com. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has completed the process of sending letters to the Shareholders holding shares in physical form in relation to the above referred SEBI Circular.

Shareholders who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs. Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar.

In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

28. Instructions for e-voting and joining the AGM are as follows:

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 24th July, 2026 at 9:00 A.M. (IST) and ends on Monday, 27th July, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st July, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st July, 2026.

How do I vote electronically using NSDL e-Voting system?

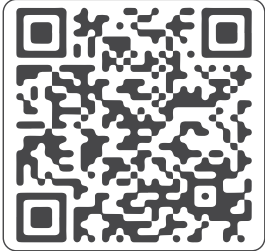
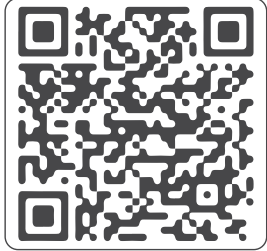
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	- 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 or joining virtual meeting & voting during the meeting. - 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 or joining virtual meeting & voting during the meeting. - 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 - 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 or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. 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 use your existing Myeasi username & password. 2. 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 or joining virtual meeting & voting during the meeting. 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. 3. 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. 4. 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	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 or joining virtual meeting & voting during the meeting.

Important note: Shareholders 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	Shareholders 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	Shareholders 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 e-Voting and joining virtual meeting 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 Shareholders 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 Shareholders 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 Shareholders 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 user 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) Shareholders 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 and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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@hotmail.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, DVP, NSDL 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/member 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.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for Access to NSDL e-Voting

system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at avadhsugar@birlasugar.org. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at avadhsugar@birlasugar.org by Tuesday, 21st July, 2026 till 05:00 pm. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Explanatory Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013

Item No 4

The Board of Directors have on the recommendation of the Audit Committee, approved the appointment and proposed the remuneration of Mr. Somnath Mukherjee, Kolkata, as Cost Auditor (Firm Registration Number - 102110) for conducting the audit of the cost records of Sugar, Industrial Alcohol and Power units of the Company for the financial year 2026-27, at a remuneration of ₹1,92,500/- (Rupees One Lakh Ninety-Two Thousand Five Hundred Only)

The Company has received a Certificate regarding his eligibility for appointment as Cost Auditor. A copy of the certificate would be available for inspection by the Shareholders at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) (IST) on all working days, excluding Saturday up to the date of the Annual General Meeting.

In accordance with the provisions of Section 148 of Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor needs to be ratified by the Shareholders of the Company. Hence, this Resolution is put for the consideration of the Shareholders.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4 of the Notice.

The Board of Directors recommends the resolution set out at Item No. 4 of the Notice for approval of Shareholders, as an Ordinary Resolution.

Item No 5

Mr. Amit Dalal (DIN: 00297603) was appointed as a Non-Executive Director w.e.f 13th May, 2024 at the 10th Annual General Meeting of the Company held on 31st July, 2024.

Subsequently the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 12th May, 2026 approved change in designation of Mr. Amit Dalal, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations from Non-Executive to Independent Director for a term of 5 (Five) consecutive years w.e.f. 12th May, 2026 to 11th May, 2031, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Amit Dalal is a person of integrity and possesses diverse skills and capabilities and fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Amit Dalal is neither disqualified from being appointed as Director in terms of Section 164 of the Act, nor debarred from holding the office of Director by virtue of any order of the Ministry of Corporate Affairs or the Securities and Exchange Board of India (SEBI) or any such other Authority.

In terms of section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Amit Dalal to be appointed as an Independent Director of the Company as per the relevant provisions of the Act.

A copy of the draft letter for appointment of Mr. Amit Dalal setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 25 of this Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

Except Mr. Amit Dalal being an appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 5 of the Notice for your approval.

Item No 6

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolution passed by circulation on 10th June, 2026, appointed Mr. Rahul Chhabra (DIN: 10041446) as an Additional Director in the category of Independent Director of the Company for a term of 5 (Five) consecutive years w.e.f. 15th June, 2026 to 14th June, 2031, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahul Chhabra is a person of integrity and possesses diverse skills and capabilities and fulfils the conditions specified in the Act and rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Rahul Chhabra is neither disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 nor debarred from holding the office of Director by virtue of any order of the Ministry of Corporate Affairs or the Securities and Exchange Board of India (SEBI) or any such other Authority.

In terms of section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Rahul Chhabra to be appointed as an Independent Director of the Company as per the relevant provisions of the Act.

A copy of the draft letter for appointment of Mr. Rahul Chhabra setting out the terms and conditions of appointment and other relevant documents shall be available for inspection as per the instructions provided in the Note No. 25 of this Notice.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is annexed hereto and forms part of this Notice of Annual General Meeting.

Except Mr. Rahul Chhabra being an appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

The Board of Directors recommends the passing of Special Resolution as set out in Item No. 6 of the Notice for your approval.

Particulars of Directors seeking appointment/ re-appointment at the Annual General Meeting

(In pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2)

Name of the Director	Mr. Sukhvir Singh	Mr. Amit Dalal	Mr. Rahul Chhabra
DIN	06645482	00297603	10041446
Date of Birth	08.07.1961	31.01.1963	08.07.1961
Age	65 years	63 years	65 years
Date of first appointment on the Board	11-06-2025	13-05-2024	15-06-2026
Qualifications	Mr. Sukhvir Singh is a Graduate	Mr. Amit Dalal has obtained his MBA from the University of Massachusetts, USA.	Mr. Rahul Chhabra is a Post Graduate Diploma in Management from Indian Institute of Management, Calcutta, Master of Arts (Economics) from University of Delhi and Bachelor of Arts (Honours Course) (Economics) from University of Delhi.
Brief profile covering experience	Mr. Sukhvir Singh has vast experience spanning over 30 years in Sugar, Distillery and Power industry	Mr. Amit Dalal is the Executive Director of Tata Investment Corporation Ltd. and Director on the Board of various companies and is also associated with Charitable Institutions.	Mr. Rahul Chhabra, held the post of Secretary (Economic Relations), Ministry of External Affairs until his retirement in July 2021, where among several tasks, he spearheaded India's US \$ 40 billion Development Partnership Program & guided EXIM Bank policies as Board member. In this role, he coordinated India's positions in multilateral economic organizations including WTO, IBSA & ISA and planned & executed Investment & Trade promotion campaigns abroad. He worked in a leading bank, consultancy, market research agency and the Indian Audit & Accounts Service.
Terms and Conditions of Appointment/ Re-appointment	Appointment as a Whole-time Director, liable to retire by rotation, if required.	Appointment as an Independent Director from 12 th May, 2026 up to 11 th May, 2031 (both days inclusive)	Appointment as an Independent Director from 15 th June, 2026 up to 14 th June, 2031(both days inclusive)
Relationship with other Directors / Key Managerial Personnel	None	None	None

Name of the Director	Mr. Sukhvir Singh	Mr. Amit Dalal	Mr. Rahul Chhabra
Remuneration last drawn FY (2025-26)	₹144.81 lakhs (for remuneration details, please refer the Corporate Governance Report, forming part of the Annual Report)	₹15.26 lakhs (for remuneration details, please refer the Corporate Governance Report, forming part of the Annual Report)	Not Applicable
Details of remuneration sought to be paid	Remuneration as approved by the Nomination and Remuneration Committee	Sitting Fees and Commission, if any, as approved by the Board of Directors	Sitting Fees and Commission, if any, as approved by the Board of Directors
Shareholding	NIL	NIL	NIL
No of meetings of the Board attended during the financial year 2025-26	3(Three)	5 (Five)	Not Applicable
Directorships in other Companies	None	1. Tata Investment Corporation Limited 2. Simto Investment Co Ltd	1. Greenlam Industries Limited 2. IIRM Holdings India Limited
Membership/ Chairpersonship of Committees in other companies	None	1. Tata Investment Corporation Limited - Stakeholders' Relationship Committee – Member - Risk Management Committee – Member - Corporate Social Responsibility Committee – Member 2. Simto Investment Co Ltd - Audit Committee – Member - Corporate Social Responsibility Committee – Member	1. Greenlam Industries Limited - Stakeholders' Relationship Committee – Chairman - Audit Committee – Member - Corporate Social Responsibility Committee – Member
Listed entities from which the Director has resigned from directorship in last 3(three) years	None	None	None