



CIN: L01542KA1995PLC019046

Registered Office: 2nd & 3rd Floor, Kanakashree Arcade, CTS No.10634,
JNMC Road, Neharu Nagar, Belagavi – 590010, Karnataka

Tel: 0831-2404000 | **Fax:** 0831-2404961

Website: www.renukasugars.com | **E-mail:** groupcs@renukasugars.com / einward.ris@kfintech.com

POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given pursuant to Sections 110 and 108 of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021 and 3/2022 dated 5th May 2022 (collectively referred to as "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and subject to other applicable laws and regulations, for seeking approval of the members of the Company to the resolutions appended below, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

In view of ongoing COVID-19 pandemic crisis, MCA vide its aforesaid mentioned MCA Circulars, had advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto forms part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with MCA Circulars, the Company is offering the facility to its Members, to exercise their right to vote on the resolutions appended to this Notice, by electronic means ("remote e-voting") only. For this purpose, the Company has availed electronic voting platform of KFin Technologies Limited (KFIN), Registrar and Share Transfer Agent of the Company, for facilitating e-voting.

The Board of Directors of the Company has appointed Mr. Snehal Shah of M/s. Snehal Shah and Associates, Practicing Company Secretary, having Membership No. F-6114 and CoP No. 4820 to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorised by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

The Results of Postal Ballot will be announced on or before 1st July 2022 and also be hosted on website of the Company (www.renukasugars.com) and on the website of KFin Technologies Limited (<https://evoting.kfintech.com/>). The Results will also be communicated to BSE Limited and National Stock Exchange of India Limited where the Equity Shares of the Company are listed.

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 29th June 2022, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.

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

Change in name of the Company from 'Shree Renuka Sugars Limited' to 'Shree Renuka Enterprises Limited' and consequential alteration to MOA and AOA of the Company

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies, Karnataka, Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, consent of the members of the Company be and is hereby accorded for changing the name of the Company from "Shree Renuka Sugars Limited" to 'Shree Renuka Enterprises Limited' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be altered as under:

"The Name of the Company is Shree Renuka Enterprises Limited."

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. "Shree Renuka Sugars Limited" be substituted with the new name, i.e. "Shree Renuka Enterprises Limited" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

RESOLVED FURTHER THAT Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution."

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

Appointment of Mr. Arun Chandra Verma (DIN: 06981070) as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Chandra Verma (DIN: 06981070), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 1st April 2022 and who holds office upto the date of the ensuing Annual General Meeting in terms of Section 161(1) of the Act and as recommended by the Nomination and Remuneration/Compensation Committee and Board of Directors and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five years with effect from 1st April 2022."

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

Payment of annual remuneration to Independent Directors

"RESOLVED THAT pursuant to the provisions of Sections 149, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Board of Directors, consent of the members of the Company be and is hereby accorded for payment

of annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lacs only) in case of resident directors and \$ 15,000 (USD Fifteen Thousand only) in case of non-resident directors, to each of the Independent Directors of the Company;

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to the Independent Directors for attending the meetings of the Board of Directors or any Committee thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Material related party transaction with Wilmar Sugar India Private Limited

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 188, if and to the extent applicable, and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Company's policy on Related Party transactions, consent of the members of the Company be and is hereby accorded to enter into related party transaction(s) including material related party transactions for entering into Leave and License Agreement with Wilmar Sugar India Private Limited, a subsidiary of Wilmar Sugar Pte Ltd., Singapore, for use of 100 sq. feet of the office premises of the Company, located at 401, 4th Floor, Bhikaji Cama Bhawan, Bhikaji Cama Place, New Delhi – 110066, India, as its Registered Office, on the following terms and conditions:

Name of the related party	Terms and conditions of the agreement	Period of agreement
Wilmar Sugar India Private Limited	<ul style="list-style-type: none"> • Rent: Rs. 12,000/- per month to be paid in advance inclusive of society maintenance charges of Rs.2.50 p.sq. ft, per month. Rent to be increased by 5% after expiry of every 12 months of the agreement period. • Security Deposit: Rs. 36,000/- 	36 months from the date of commencement of the agreement, subject to a lock in of 12 months, and can be terminated by giving a notice of 2 months by either party.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things; to finalise or vary the terms and conditions of the transactions with the aforesaid party; and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution."

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

27th May 2022, Mumbai

Regd. Office:

2nd & 3rd Floor, Kanakashree Arcade,
CTS No.10634, JNMC Road, Neharu Nagar,
Belagavi – 590010, Karnataka
CIN: L01542KA1995PLC019046

Notes:

1. An explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposals set out in the resolution nos. 1 to 4 is annexed herewith.
2. On account of threat posed by COVID-19 Pandemic and in terms of the MCA Circulars, the Company will send Postal Ballot Notice only by email to the members who have registered their email addresses

with the Company or depository / depository participants and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the e-voting system only. Therefore, those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below in e-voting Instructions.

3. In light of the MCA Circulars, shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot>. Shareholder may also visit the website of the Company for email registration by clicking the link www.renukasugars.com and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com or contact Mr. Rajeev Kumar of KFin Technologies Limited at 040-67161524 or at 1800 309 4001 (Toll Free).
4. It is clarified that for permanent registration of email address, the shareholders are however requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
5. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, KFin Technologies Limited to enable servicing of notices / documents / Annual Reports electronically to their email addresses.
6. The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company www.renukasugars.com and on the website of e-voting agency i.e. <https://evoting.kfintech.com> and on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company www.renukasugars.com.
7. The notice is being sent to all the Members electronically i.e. by email only as per the said MCA Circulars to those Members who have registered their email addresses with the Company/Depository(s) and whose name appear in the Register of Members/Record of Depositories as on 24th May 2022. A person who is not a member should treat this Postal Ballot Notice for information purpose only.
8. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on 24th May 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cutoff date, can cast their vote electronically. A person who is not a shareholder as on the Cut-off date, should treat this Notice for information purposes only.
9. The voting rights for the Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them.
10. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time & Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting (SS-2), the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
11. Postal Ballot (E-Voting) commences on **Tuesday, 31st May 2022 (9.00 a.m. IST)** and ends on **Wednesday, 29th June 2022 (5.00 p.m. IST)**
12. 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 authorised representatives to the Scrutinizer through e-mail to cssnehalshah@gmail.com with a copy marked to evoting@kfintech.com Alternatively, the aforesaid documents can directly be uploaded on the e-voting portal of KFin Technologies Limited, while casting the vote.

13. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
14. Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November 2021, the Company has sent reminder letter/intimation to the holders of physical securities, for furnishing of PAN, KYC details and Nomination details. A copy of said letter is available on the website of the Company at www.renukasugars.com. Concerned Shareholders are requested to forward the duly filled-in documents along with the related proofs as mentioned in the forms referred in the letter, to the Company's Registrar and Share Transfer Agent (RTA) on the following address:

KFin Technologies Limited

Unit: Shree Renuka Sugars Limited

Address: Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032

E-mail: einward.ris@kfintech.com

The scan copies of the forms and documents may also be mailed through your registered email id with RTA at the mail id einward.ris@kfintech.com duly signed or e-signed.

15. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to groupcs@renukasugars.com

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:

Commencement of e-voting	Tuesday, 31st May 2022 (9:00 am IST)
End of e-voting	Wednesday, 29th June 2022 (5:00 pm IST)





- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFIN for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN Tech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

l) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. Existing Internet-based Demat Account Statement (IDeAS) facility Users:</p> <ul style="list-style-type: none"> i. Visit the e-services of NSD https://eservices.nsdl.com either on a personal computer website or on a mobile. ii. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. iii. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed. iv. Click on company name i.e. 'Aditya Birla Sun Life AMC Limited' or ESP i.e. KFinTech. v. Members will be re-directed to KFinTech's website for casting their vote during the remote e-voting period. <p>2. Those not registered under IDeAS:</p> <ul style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select 'Register Online Ideas for IDeAS Portal' or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on Company name i.e 'Aditya Birla Sun Life AMC Limited' or i.e KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period viii. Members can also download the NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFinTech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e KFIN Technologies where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KfinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

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

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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

- II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.
- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from FinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '----- - Postal Ballot" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID tfkhatriassociates@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KfinTech, by accessing the link: <https://ris.kfintech.com/>

com/clientservices/postalballot/. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

- ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, Postal Ballot Notice and the e-voting instructions.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: Change in name of the Company from 'Shree Renuka Sugars Limited' to 'Shree Renuka Enterprises Limited' and consequential alteration to MOA and AOA of the Company

In the last few years, Shree Renuka Sugars Limited (the 'company' or 'SRSL') has transitioned from being merely a pure sugar manufacturing and refining company to a major player in Bio Energy.

SRSL is one of the largest Bio Energy producers in the country and is contributing significantly to Green Energy thrust of Government of India.

The Board of Directors of the Company is of the view that the Company's name should now reflect the growing contribution of green energy to the Company's total business and its commitment to the energy security of the nation. The current name "Shree Renuka Sugars Limited" gives an impression of it being only a sugar manufacturing Company and hence, the name of the Company should reflect all its significant business activities, present and future and not restrict itself only to sugar.

The Board of Directors, at its meeting held on 24th May 2022, decided to change the name of the Company subject to necessary statutory approvals. The Board is of the view that the new name will more aptly reflect the Company's diversified business activities and its growing aspirations in other businesses.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practising Chartered Accountant to this effect is annexed herewith as Annexure 1.

Office of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, vide its letter dated 27th May 2022, has conveyed its no objection to change the name of the Company to Shree Renuka Enterprises Limited.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

Item No. 2: Appointment of Mr. Arun Chandra Verma (DIN: 06981070) as an Independent Director of the Company

The Board of Directors, on the recommendation of the Nomination & Remuneration/Compensation committee (NRC), had appointed Mr. Arun Chandra Verma (DIN: 06981070) as an Additional Director (Independent) of the Company as per the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("the Act") for a period of 5 (Five) years effective from 1st April 2022, subject to the approval of the members. In terms of Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Verma for appointment as an Independent Director of the Company.

Mr. Verma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both, under Section 149(6) of the Act and under the provisions of Listing Regulations. In the opinion of the Board, Mr. Verma fulfills the conditions for appointment as an Independent Director as specified in the Act and the rules made thereunder, and the Listing Regulations and is also independent of the management.

The Board is of the view that Mr. Verma's rich experience of holding important public offices would prove of immense benefit to the Company in its various engagements with regulatory authorities. Considering expertise and knowledge of Mr. Verma, it is in the interest of the Company that he is appointed as an Independent Director of the Company. Copy of the letter of appointment of Mr. Verma as an Independent Director setting out the terms and conditions is available for inspection on the website of the Company

The details required under the provisions of Secretarial Standard-2 on General Meetings read with Listing Regulations are provided as Annexure 2 hereto.

Except Mr. Arun Chandra Verma, none of the Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 2 of this Notice for approval of the shareholders.

Item No. 3: Payment of annual remuneration to Independent Directors

The Company's Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, accounts & finance, audit, commerce & industry, regulatory affairs, agri research & innovation amongst others. Considering the roles and responsibilities and the expertise of the independent directors, the Nomination & Remuneration/Compensation Committee (NRC) was proposed to approve annual remuneration of Rs. 12,00,000/- (Rupees Twelve Lacs only) in case of resident directors and \$ 15,000 (USD Fifteen Thousand only) in case of non-resident directors, to each of the independent directors from FY 2021-22 onwards. However, since all the members of the NRC were interested in this agenda item, they requested the Board to take a decision on this matter. Therefore, the Board of Directors, in their meeting held on 24th May 2022, approved payment of annual remuneration as mentioned above for the financial years commencing 2021-22 onwards, to each of the Independent Directors of the Company.

This remuneration from FY 2021-22 onwards shall be in addition to the sitting fees payable to the Independent Directors for attending the meetings of the Board or Committee thereof or for any other purpose, whatsoever, as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Except the Independent Directors, none of the other Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for approval of the shareholders.

Item No. 4: Material related party transaction with Wilmar Sugar India Private Limited

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 ("SEBI Listing Regulations"), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of the Company through ordinary resolution. Material Related party transaction mean a transaction with a related party, the value of which either taken individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Wilmar Sugar India Private Limited (WSIPL), a subsidiary of Wilmar Sugar Pte Ltd., Singapore, is a Related Party as defined under Section 2 (76) of the Act read with Regulation 2 (1) (zb) of SEBI Listing Regulations.

The Company had entered into leave and license agreement with WSIPL for a period of 36 months for use of 100 sq. ft. of the office premises of the Company located at 401, 4th Floor, Bhikaji Cama Bhawan, Bhikaji Cama Place, New Delhi – 110066, India, as its Registered Office, which expires on 31st July 2022.

It is now proposed to renew the said leave and license agreement for a further period of 36 months on the terms and conditions as mentioned below:

Name of the related party	Terms and conditions of the agreement	Period of agreement
Wilmar Sugar India Private Limited	<ul style="list-style-type: none">Rent: Rs. 12,000/- per month to be paid in advance, inclusive of society maintenance charges of Rs. 2.50 p.sq.ft, per month. Rent to be increased by 5% after expiry of every 12 months of the agreement period.Security Deposit: Rs. 36,000/-	36 months from the date of commencement of the agreement, subject to a lock in of 12 months, and can be terminated by giving a notice of 2 months by either party.

The Management provided relevant details to the Audit Committee at its meeting held on 24th May 2022, as required under the Act/ SEBI Listing Regulations, of the proposed RPTs including material terms, a copy of which are reproduced below. The Audit Committee and the Board of Directors, after reviewing all necessary information, granted approval for entering into the above-mentioned related party transaction with WSIPL. The Committee noted that the said transaction will be on an arm's length basis but not in the ordinary course of business of the Company.

The Audit Committee and the Board of Directors also noted that the said transaction, taken together with the proposed transactions with WSIPL exceeds the threshold limits as mentioned above for considering it as a material related party transaction. Hence, prior approval of the shareholders is sought to enter into this transaction.

The Board of Directors recommend the Ordinary resolution set out at Item No.4 of this Notice to the shareholders for approval.

Details of the proposed transactions with WSIPL, being a related party of the Company, are as follows:

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sn	Particulars	Details
1.	Details of information provided by the management to the Audit Committee	
a.	Type, material terms and particulars of the proposed transaction	Leave and License Agreement with Wilmar Sugar India Private Limited (WSIPL) for 100 sq. ft. of the office space, for a rent of Rs. 12,000 per month to be increased by 5% after expiry of every 12 months of the agreement, and security deposit of Rs. 36,000.
b.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	WSIPL is subsidiary of Wilmar Sugar Pte Ltd. (WSPL), Singapore. WSPL and SRSL are subsidiaries of same holding company Wilmar Sugar Holdings Pte. Ltd.
c.	Tenure of the proposed transaction (particular tenure shall be specified)	36 months from 1st August 2022
d.	Value of the proposed transaction	As detailed above.
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	For proposed transaction value: Negligible
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, <ul style="list-style-type: none">• nature of indebtedness;• cost of funds; and• tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable

Sn	Particulars	Details
2.	Justification as to why the RPT is in the interest of the listed entity	The office space proposed to be rented is to be used by WSIPL as its registered office. The rent proposed to be charged to WSIPL is on an arm's-length basis, in line with the current rentals in force in the same building. Hence, the management is of the view that the proposed transaction is mutually beneficial to the Company and to WSIPL, and hence, in the interest of the Company.
3.	Details of transaction relating to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable

Except Mr. Jean-Luc Bohbot and Mr. Ravi Gupta who are Directors in WSIPL, none of the other Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Ordinary Resolution set out at Item No. 4 of this Notice for approval of the shareholders.

By Order of the Board of Directors
For **Shree Renuka Sugars Limited**

Deepak Manerikar
Company Secretary

27th May 2022, Mumbai

Regd. Office:

2nd & 3rd Floor, Kanakashree Arcade,
CTS No.10634, JNMC Road, Neharu Nagar,
Belagavi – 590010, Karnataka
CIN: L01542KA1995PLC019046

Annexure 1 to the explanatory statement of Postal Ballot Notice

Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015

To
The Board of Directors of
Shree Renuka Sugars Limited
2nd and 3rd Floor, Kanakashree Arcade,
CTS No.10634, JNMC Road, Neharu Nagar,
Belagavi – 590010, Karnataka

I, Sanal Shah, Practising Chartered Accountant, have verified the relevant records and documents of Shree Renuka Sugars Limited (the Company) with respect to the proposed change of name by the Company from Shree Renuka Sugars Limited to Shree Renuka Enterprises Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and I hereby certify in respect of the proposed change of name of the Company that:

- a. The Company has not changed its name from the date of incorporation in 1995. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name.
- b. The Company is proposing the change of name of the Company to encompass all the current activities of the Company and the new name does not reflect any specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, are not applicable.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.

Place: Belagavi
Date: 24th May 2022

Sanal Shah
Chartered Accountant
M. No. 237315
UDIN: 22237315AJUVFZ5471

Annexure 2 to the explanatory statement of Postal Ballot Notice

Information of Directors seeking appointment/change in remuneration

Particulars	Mr. Arun Chandra Verma (DIN: 06981070)
Date of Birth	29th September 1954
Age	67 years
Date of Appointment	1st April 2022
Qualification	Indian Police Service (IPS) & B. Com.
Expertise in specific functional area / Brief Profile	<p>Following a brilliant academic career, Sri Arun Chandra Verma joined the Indian Police Service (IPS) in 1979, and served as the chief of important districts like Bhagalpur, Jamshedpur and Dhanbad. He joined the Intelligence Bureau (IB), and opted for a posting in J&K at the height of the militancy in the state (1992-95), and won encomiums for handling sensitive assignments in the state.</p> <p>A highly decorated officer, Sri Verma has been awarded the Internal Security Medal, The Indian Police Meritorious Service Medal, and the President's Police Medal for Distinguished Service, besides three Commendations from the Director, IB, and the DG CISF, the force from where he superannuated in 2014.</p> <p>Sri Verma has worked in an advisory capacity with Maharatna organizations like ONGC, HPCL and NPCIL, and contributes regularly to the Bihar Public Service Commission, and UPSC. The Hon'ble Supreme Court of India also assigned him a sensitive matter for investigation in Himachal Pradesh, and he was made the Chairman of the SIT.</p> <p>The Board is of the view that Mr. Verma's rich experience of holding important public offices would prove of immense benefit to the Company in its various engagements with regulatory authorities.</p>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Nil
Membership/ Chairman of the Committees of the Board of other public limited companies (Membership/ Chairmanships of only Audit Committees and stakeholders Relationship Committees in other public limited Companies have been considered)	Nil
Number of shares held in the Company	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Negligible
Terms and Conditions of appointment	Please refer the proposed Special Resolution No. 2 and its explanatory statement
Number of meetings of the Board attended during the financial year 2021-22	NA
Remuneration last drawn	NA
Remuneration proposed to be paid	Please refer the proposed Ordinary Resolution No. 3 and its explanatory statement
Relationship with Directors/ Promoters inter-se	NA