



CIN: L01542KA1995PLC019046

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JNMC Road, Nehru Nagar, Belagavi – 590010, Karnataka

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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]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 7 th April 2026	Wednesday, 6 th May 2026

Dear Member(s),

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, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), for seeking approval of the Members of Shree Renuka Sugars Limited (“the Company” / “SRSL”) to the resolutions appended below, proposed to be passed through Postal Ballot by way of voting through electronic means (“e-voting”). Accordingly, the Company is offering the facility to its members, to exercise their right to vote on the resolutions appended to this Postal Ballot Notice (“Notice”), by electronic means only. For this purpose, the Company has availed electronic voting platform of KFin Technologies Limited, Registrar and Share Transfer Agent (“KFin”) of the Company for facilitating e-voting.

In line with the circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circulars No. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020 and 03/2025 dated 22nd September 2025 and any other circulars issued from time to time by MCA (collectively the “MCA Circulars”), the Notice is being sent only by e-mail to those members whose e-mail addresses are registered with the Company’s RTA i.e., KFin or Depositories as on Tuesday, 31st March 2026 being the cut-off date for the purpose. The communication of the assent or dissent of the Members would take place through the process of e-voting. Members may please note that the Notice will also be available on the Company’s website at www.renukasugars.com, on the websites of Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

The Board of Directors of the Company has appointed CS Gaurav Kulkarni of SKGK Associates LLP, (Membership No. FCS 12834) (CP No. 15459), Practicing Company Secretaries to act as a Scrutinizer to monitor the Postal Ballot e-voting process in a fair and transparent manner and in accordance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed as Scrutinizer. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

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

The Results of Postal Ballot will be announced on or before Friday, 8th May 2026, and also be hosted on the website of the Company www.renukasugars.com and on the website of KFin <https://evoting.kfintech.com/>. The Results will also be communicated to the Stock Exchanges i.e., 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 e-voting i.e., Wednesday, 6th May 2026, in terms of SS-2 issued by the Institute of Company Secretaries of India.

SPECIAL BUSINESS(S):

1. Change in designation of Mr. Atul Chaturvedi (DIN: 00175355) from Executive Chairman to Non-Executive Director of the Company

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 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 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as per the Articles of Association of the Company, as amended from time to time and on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members, be and is hereby accorded for change in designation of Mr. Atul Chaturvedi (DIN: 00175355) from Executive Chairman to a Non-Executive & Non-Independent Director of the Company, liable to retire by rotation, with effect from 1st April 2026 on terms and conditions as set out in the explanatory statement annexed hereto and forming a part of this notice and as agreed by and between the Board of Directors and Mr. Chaturvedi;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members, be and is hereby accorded for continuation of directorship of Mr. Chaturvedi as the Non-Executive Non-Independent Director of the Company after him attaining the age of 75 years during his tenure as the Non-Executive Director of the Company;

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. Appointment of Mr. Susheel Kumar Kamboj (DIN: 09531602) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 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), as per the Articles of Association of the Company, as amended from time to time, Mr. Susheel Kumar Kamboj (DIN: 09531602), who was appointed by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from 1st April 2026 and who shall hold office up to the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Executive Director of the Company, not liable to retire by rotation, w.e.f. 1st April 2026;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution."

3. Appointment of Mr. Susheel Kumar Kamboj (DIN: 09531602) as Managing Director & CEO of the Company for a period of 5 (Five) years and approval of his remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V 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 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as per the Articles of Association of the Company as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded to the appointment of Mr. Susheel Kumar Kamboj (DIN: 09531602) as Managing Director and Chief Executive Officer (CEO) of the Company, not liable to retire by rotation, for a period of 5 (Five) consecutive years w.e.f. 1st April 2026 upon the terms and conditions as set out in the explanatory statement annexed hereto and forming a part of this notice and as agreed by and between the Board of Directors and Mr. Susheel Kumar Kamboj (hereinafter referred to as Mr. Susheel Kumar);

RESOLVED FURTHER THAT pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Act and the Rules framed thereunder, Mr. Susheel Kumar shall be entitled to receive such remuneration (as stated in the explanatory statement) as has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the members from time to time;

RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Act, where in any financial year, the Company has no profits or inadequate profits, Mr. Susheel Kumar will be paid minimum remuneration as stated in the explanatory statement or such remuneration as may be approved by the Board of Directors and/or Members as prescribed under Schedule V of the Act or any modification or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company, be and is hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

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

**Sd/-
Deepak Manerikar
Company Secretary**

17th March 2026, Mumbai

Regd. Office:

2nd and 3rd Floor, Kanakshree Arcade,
CTS No. 10634, JNMC Road, Nehru Nagar, Belagavi 590010, Karnataka
CIN: L01542KA1995PLC019046

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Businesses given in the Notice and details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is annexed as **Appendix 1 and 2**. A statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, with reference to resolution no. 3, is given herewith as **Appendix 3**.

Requisite declarations have been received from the Directors for seeking appointment and their brief profiles forms part of this Notice.

2. In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Tuesday, 31st March 2026, received from the Depositories and whose e-mail address is registered with the Registrar and Share Transfer Agent or Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically through KFin. The instructions for e-voting are provided as part of this Notice.
4. This Notice will also be available on the Company’s website at www.renukasugars.com, website 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 on the website of KFin at <https://evoting.kfintech.com>
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.
6. The term Members and Shareholders are used interchangeably in the Notice.

7. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Tuesday, 31st March 2026 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the cut-off date i.e. Tuesday, 31st March 2026, should treat this Notice for information purpose only.
8. 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 i.e. Tuesday, 31st March 2026.
9. The remote e-voting period shall commence on Tuesday, 7th April 2026, at 9:00 A.M. (IST) and ends on Wednesday, 6th May 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
10. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 6th May 2026.
11. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and also be published on the Company's website at www.renukasugars.com.
12. All the documents referred to in this Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at groupcs@renukasugars.com or on einward.ris@KfinTech.com.
13. Only those members whose names are appearing in the Register of Members/List of Beneficial Owners as on the cut-off date i.e., Tuesday, 31st March 2026 shall be eligible to cast their votes through postal ballot by remote e-voting. Shareholders are requested to provide their assent or dissent through remote e-voting only.
14. It is however, clarified that all members of the Company as on the cut-off date, i.e., Tuesday, 31st March 2026 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
15. It is clarified that if a member fails to provide or update the relevant email ID to the Company or to the Depository Participants, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.renukasugars.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
16. Corporate members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at einward.ris@kfintech.com
17. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 as per below:
 - a) Members holding shares in physical form need to provide documents to the Company's RTA, in prescribed form ISR-1 and other forms as per the instructions mentioned in the form. The formats can be downloaded from the RTA's website at ris.kfintech.com/clientservices/investors/isrs.aspx or from the Company's website at renukasugars.com/shareholders-service.
 - b) Members holding shares in dematerialized form need to provide the requisite documents to their respective Depository Participants as per the procedure prescribed by them.
18. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI Listing Regulations and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

19. Procedure for E-voting:

(i) E-voting Facility:

- a. The Company is providing e-voting facility of KFin to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting period shall commence on **Tuesday, 7th April 2026, at 9:00 A.M. (IST) and ends on Wednesday, 6th May 2026 at 5:00 P.M. (IST)**. The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) Information and Instructions Relating to E-Voting:




- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. Information and instructions for e-voting by Individual shareholders holding shares of the Company in demat mode:

As per the SEBI Master Circular, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

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

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer 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 or e-voting service provider i.e. KfinTech. v. Members will be re-directed to KfinTech's website for casting their vote during the remote e-voting period.
	<p>B. Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given under Point No. A above to cast your vote.

Type of Member	Login Method
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. ii. 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. iii. 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. iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. v. Click on company or e-voting service provider name i.e. KfinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.
	<ol style="list-style-type: none"> vi. Members can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Members holding equity shares in demat mode with CDSL</p>	<p>A. Existing user who has opted for Electronic Access To Securities Information ("Easi / Easiest") facility:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com ii. Click on New System Myeasi. iii. Login to MyEasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of KfinTech e-voting portal and will be redirected to the e-voting page of KfinTech to cast their vote without any further authentication. <p>B. Users who have not opted for Easi/Easiest:</p> <ol style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.

Type of Member	Login Method
	<p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit https://evoting.cdslindia.com/Evoting/EvotingLogin Provide demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select KfinTech. Members will be re-directed to the e-voting page of KfinTech to cast their vote without any further authentication.
Individual Members (holding equity shares in demat mode) logging through their depository participants	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against Company's name or KfinTech. Members will be redirected to e-voting website of KfinTech for casting their vote during the remote e-voting period without any further authentication.

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 Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33.

(b) Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.

(i) Members whose email IDs are registered with the Company / Depository Participants will receive an email from KfinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:

- Launch internet browser by typing the URL: [https:// evoting.KfinTech.com/](https://evoting.KfinTech.com/)
- Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KfinTech for e-voting, they can use their existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- Members will now reach password change Menu wherein they are required to mandatorily change the 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 the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., "9509" 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 i.e. Tuesday, 31st March 2026, under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date i.e. Tuesday, 31st March 2026. A Member may also choose the option ABSTAIN. If a 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 account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their 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 a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(II) Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address, thereby not being in receipt of the Notice and e-voting instructions, may get their email address and mobile number submitted with KfinTech by following the below steps:

Through electronic mode with e-sign by following the link: <https://ris.KfinTech.com/clientservices/isc/default.aspx>.

Detailed FAQ can be found on the link: <https://ris.KfinTech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@KfinTech.com.
- iii. Alternatively, Members may send an e-mail request at the email id einward.ris@KfinTech.com along with scanned copy of the request letter, duly signed, providing their 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 Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.KfinTech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).

20. Contact details for addressing e-voting grievances:

Mr. Ganesh Chandra Patro, Deputy Vice President, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032, Telangana Phone No.: + 914067161630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@KfinTech.com.

Appendix - 1: Explanatory Statement

Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Secretarial Standard-2 ("SS-2") on General Meetings.

Item No. 1

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee and as approved by the Members of the Company, had re-appointed Mr. Atul Chaturvedi as Executive Chairman of the Company for a period of 5 (Five) years w.e.f. 30th October 2021.

However, due to his advancing age, Mr. Atul Chaturvedi has decided to step down from the designation of the Executive Director and the Chairman of the Board of the Company with effect from 1st April 2026 and has requested the Board to re-designate him as a Non-Executive Director on the Board of the Company.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at its meeting held on 17th March 2026 has approved the change in designation of Mr. Atul Chaturvedi as the Non-Executive Non-Independent Director of the Company w.e.f. 1st April 2026 liable to retire by rotation, subject to the approval of the Members. As approved by the Board, no remuneration and sitting fee is proposed to be paid to Mr. Chaturvedi as a Non-Executive Director.

Further as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), no listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Chaturvedi will attain the age of 75 years during his tenure as the Non-Executive Director of the Company.

The Company has received following disclosures from Mr. Chaturvedi:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);
- (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;
- (iii) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited, Circulars dated 20th June 2018, that he has not been debarred from holding office as a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Chaturvedi has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

The Board of the Company has noted that Mr. Chaturvedi has more than four decades of rich experience in the areas of management, manufacturing and trading of agricultural commodities. He has contributed significantly to the turnaround of the Company during his tenure as an Executive Chairman. Given his extensive experience, continued strategic guidance, and deep understanding of the Company's business and operations, the Company will benefit significantly from his continuation on the Board. Moreover, considering the outcome of Mr. Chaturvedi's performance evaluations during his tenure, familiarization with industry knowledge and global trends and his insightful contributions in Board and in Committee meetings, the Nomination and Remuneration Committee and Board is of the view that he is a fit and proper person to hold the said office, and his continuation as Non-Executive Director, even after attaining the age of 75 years, will be in the interest of the Company. Mr. Chaturvedi is independent of the management of the Company and is not related to any Director or Key Managerial Personnel ("KMP") of the Company.

Hence, the Nomination and Remuneration Committee and the Board of Directors of the Company are of the opinion that it is desirable in the interest of the Company to appoint him as Non-Executive Director and therefore recommends his appointment as Non-Executive Director and continuation as a Non-Executive Director after attaining the age of 75 years.

The brief profile and other details of Mr. Chaturvedi as required under the provisions of SS-2 on General Meetings read with the Listing Regulations are annexed to this Notice in Appendix - 2.

Except Mr. Chaturvedi, none of the other Directors, KMP of the Company and any of their relatives are in any way, concerned or interested in the resolution set out at Item No. 1, 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 resolution set out at Item No. 1 of the Notice for approval by the Shareholders of the Company, to be passed as a Special Resolution.

Item No. 2 & 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 17th March 2026 has approved the appointment of Mr. Susheel Kumar Kamboj (herein after referred to as Mr. Susheel Kumar) as the Chief Executive Officer (CEO) of the Company with effect from 23rd March 2026.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 17th March 2026 has approved the appointment of Mr. Susheel Kumar (DIN: 09531602) as an Additional Director (Executive) of the Company w.e.f. 1st April 2026 to hold office till the date of next General Meeting of the Company or for a period of three (3) months from the date of appointment, whichever is earlier.

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at its meeting held on 17th March 2026 has also approved the appointment of Mr. Susheel Kumar as Managing Director & CEO of the Company for a period of 5 (Five) consecutive years w.e.f. 1st April 2026, not liable to retire by rotation, subject to the approval of the Members.

A brief profile and other details of Mr. Susheel Kumar as required under the provisions of SS-2 on General Meetings read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") are annexed to this Notice in Appendix - 2.

In consideration of performance of his duties as Managing Director & CEO of the Company, he shall be entitled to the following remuneration on the terms and conditions as agreed between the Board and Mr. Susheel Kumar as per rules of the Company:

Sr. No.	Particulars	Amount (in Rs.)
A	Fixed Salary (including Company Contribution to PF)	3,00,75,048 p.a.
B	Additional HRA	50,00,000 p.a.
C	Total Salary	3,50,75,048 p.a.
D	Variable Pay (@50% of (A) above, subject to achievement of mutually agreed performance deliverables and subsequent approval by the Management and the Board)	1,50,00,000 p.a.
E	Sign-on Bonus (subject to proportionate clawback terms as agreed between the Board and Mr. Susheel Kumar.)	2,00,00,000
F	Other Benefits i. Gratuity as per Payment of Gratuity Act, 1972 ii. Reimbursement of Relocation and Settlement Costs at actuals, subject to submission of supporting documents iii. Company Car with Driver iv. Leave Encashment and Insurance Coverage as per the Company's policy	

In accordance with Schedule V, since the Company has incurred losses in the previous financial year, the remuneration, perquisites and benefits as aforesaid to which Mr. Susheel Kumar entitled to, is subject to the approval of the Members by a Special Resolution. In future any revision in the remuneration of Mr. Susheel Kumar, on the recommendation of Nomination and Remuneration Committee and the Board, will be subject to the approval of the Members.

A statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, with reference to resolution no. 3 is annexed to this Notice in Appendix - 3.

Mr. Susheel Kumar shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

The Company has received following disclosures from Mr. Susheel Kumar:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (Rules);
- (ii) Intimation in Form DIR-8 in terms of the Rules, to the effect that he is not disqualified under Section 164 of the Act;
- (iii) Declaration pursuant to BSE Limited and National Stock Exchange of India Limited, Circulars dated 20th June 2018, that he has not been debarred from holding office as a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

Mr. Susheel Kumar satisfies all the conditions set out in Part I of Schedule V to the Act read with Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Managing Director & CEO of the Company. Mr. Susheel Kumar has also confirmed that the directorships held by him are within the limits as prescribed under the Act and Regulation 25 of the Listing Regulations.

Based on Mr. Susheel Kumar's qualifications, extensive experience, and proven knowledge, the Board is of the considered view that his appointment as Managing Director & Chief Executive Officer will significantly contribute to the effective functioning of the Company and enhance its future growth prospects. The Board further affirms that the remuneration proposed is fair and commensurate with his expertise and professional accomplishments.

The Board recommends passing Item no. 2 as Ordinary Resolution and Item no. 3 as the Special Resolution as set out in this notice, for approval of the members of the Company.

Mr. Susheel Kumar, does not hold any equity shares in the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary and Special Resolution, as set out in Item nos. 2 & 3 of this Notice.

Appendix-2: Information of Directors seeking appointment

[In pursuance of Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards (SS)-2]

Particulars	Mr. Atul Chaturvedi (DIN: 00175355) Proposed Non-Executive (Non-Independent) Director	Mr. Susheel Kumar Kamboj (DIN: 09531602) Proposed Managing Director & CEO
Date of Birth	6 th October 1955	20 th March 1981
Age	71 years	45 years
Nationality	Indian	Indian
Date of first appointment	24 th June 2015	23 rd March 2026
Qualification	Postgraduate from St. Johns College (Agra University)	<ul style="list-style-type: none"> • B.Sc. in Agriculture from the Haryana Agricultural University, Hisar • MBA in Agri Business Management from the Symbiosis Institute of International Business, Pune
Brief Profile, Experience, and Expertise in specific functional areas	<p>Mr. Chaturvedi is a veteran in the Vegetable Oil/ Oil seeds and Agro Business of the Country. He has more than four decades of successful and varied general and strategic management experience in the fields of Manufacturing, Trading and Agri Infrastructure Development. He was associated with Adani Group since 1998 and has played a key role in the development of the Agro and Agri Infrastructure business of the Group. The Companies where he serves/ served as Director are market leaders in their category and have done pioneering work.</p> <p>A widely travelled International Trader, he has hands on experience in handling Agro Products, Vegetable Oils, Grains, Sugar, Oilseeds, Apples, Agri Infrastructure etc. both within and outside India. Mr. Chaturvedi has received many awards/ recognitions over the years, like Best Analyst award from ZEE, Agri leadership award etc.</p> <p>He was declared as "Globoil Man of the Year- 2013" for his contribution to Vegetable Oil Industry. Mr. Chaturvedi is associated with various Organisations and Trade Bodies. Currently he is Special Adviser of Solvent Extractors Association of India (SEA) a leading trade body of Vegetable Oil Industry. He has been Dy. Chairman of SOPA. He is also associated with CII and headed the Task Force on Edible Oil and Oilseeds.</p>	<p>Mr. Susheel Kumar comes with 20+ years of leadership experience spanning agribusiness, crop protection, seeds, and food sectors. He is an expert in full P&L management, driving market leadership, and orchestrating transformational changes for multinational corporations. He has a proven track record of business growth, strategic planning, operational excellence, global stakeholder management, mergers & acquisitions, supply chain management, people leadership & talent development, and global cross-functional collaboration across India and international markets.</p> <p>He has worked with companies like Maharashtra Hybrid Seeds Co. Ltd., Crop Life India and Syngenta India Private Limited, where he was last designated as the Managing Director of Syngenta. He is also a Board Member of Syngenta Foundation India and ACFI.</p> <p>An accomplished leader in agriculture, Mr. Susheel Kumar has been widely recognized for his ability to drive growth and achieve business excellence even in challenging markets. His contributions span building advanced AI and digital ecosystems, fostering a strong people-first culture, and leading successful business turnarounds.</p>

Names of listed entities in which the person also holds the directorship and the Membership of Committees of the board	Directorship in Listed Entity: <ul style="list-style-type: none"> Shree Renuka Sugars Limited Committee Position*: Shree Renuka Sugars Limited <ul style="list-style-type: none"> Risk Management Committee (Chairman) Corporate Social Responsibility Committee (Chairman) Allotment Committee (Chairman) Finance Committee (Chairman) Stakeholders' Relationship Committee (Member) *Mr. Atul Chaturvedi will cease to be the Member/Chairman of the aforesaid Committees w.e.f. 1 st April 2026.	Directorship in Listed Entity: <ul style="list-style-type: none"> Shree Renuka Sugars Limited * Committee Position*: Shree Renuka Sugars Limited <ul style="list-style-type: none"> Risk Management Committee (Chairman) Corporate Social Responsibility Committee (Chairman) Allotment Committee (Chairman) Finance Committee (Chairman) Stakeholders' Relationship Committee (Member) *The Board has approved appointment of Mr. Susheel Kumar as the Director of the Company and as the Member/Chairman of the aforesaid Committees w.e.f. 1 st April 2026.
Listed entities from which the person has resigned in the past three years	Nil	Nil
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	<ul style="list-style-type: none"> Adani Agri Fresh Limited KBK-Chem Engineering Private Limited Anamika Sugar Mills Private Limited Royal Castor Products Limited 	Nil
Membership / Chairman of the Committees of the Board of other public limited companies	Adani Agri Fresh Limited Corporate Social Responsibility Committee (Member)	Nil
Number of shares held in the Company including shareholding as a beneficial owner	7,00,000 Equity Shares	Nil
Terms and Condition of appointment	Please refer the proposed Special Resolution No. 1 along its explanatory statement.	Please refer the proposed Ordinary and Special Resolution No. 2 & 3 along its explanatory statements.
Number of meetings of the Board attended during the financial year 2025-26	5 out of 5	NA. Since Mr. Susheel Kumar was not on the Board of the Company during FY2025-26.
Remuneration last drawn	Rs.44.34 Mn. p.a. plus bonus Rs. 17.94 Mn.	NA. Since this is a fresh appointment and Mr. Susheel Kumar has not been associated with the Company in past.
Remuneration proposed to be paid	Nil	Rs.50.08 Mn. p.a. plus sign-on bonus of Rs. 20 Mn.
Relationship with Directors / Managers and other KMP inter-se	None	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	NA
Justification for appointment as Independent Directors	NA	NA

Appendix - 3: Statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the Resolutions at Item No. 2 and 3

I. General Information:

1. **Nature of Industry:** Manufacturing, producing of Sugar, Power and Ethanol
2. **Date of commencement of commercial activities:** Crushing season 1998-99
3. **In case of new companies expected date of commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus:** Not applicable
4. **Financial performance based on given indicators:**

(in INR Million)

Sr. No.	Particulars	Unaudited figures for the nine months ended 31.12.2025	Audited figures for the year ended 31.03.2025	Audited figures for the year ended 31.03.2024	Audited figures for the year ended 31.03.2023
1.	Total Revenue (Gross)	63,385	1,02,794	1,08,327	86,862
2.	Profit/(Loss) before tax	(6,048)	(3,036)	(3,935)	(1,227)
3.	Net Profit/(Loss)	(5,577)	(2,558)	(5,595)	(1,357)

5. **Foreign Investments or Collaborations, if any:** Investments in Overseas Companies as on 31st December 2025 is Rs. 10.16 million. There are no foreign collaborations.

II. Information about the appointee: Mr. Susheel Kumar Kamboj

1. **Background details:** Mr. Susheel Kumar comes with 20+ years of leadership experience spanning agribusiness, crop protection, seeds, and food sectors. He is an expert in full P&L management, driving market leadership, and orchestrating transformational changes for multinational corporations. He has a proven track record in business growth, strategic planning, operational excellence, global stakeholder management, mergers & acquisitions, supply chain management, people leadership & talent development, and global cross-functional collaboration across India and international markets.

He has worked with companies like Maharashtra Hybrid Seeds Co. Ltd., Crop Life India and Syngenta India Private Limited, where he was last designated as the Managing Director of Syngenta. He is also a Board Member of Syngenta Foundation India and ACFI.

2. **Past Remuneration:** Not Applicable. Since this is a fresh appointment and Mr. Susheel Kumar has not been associated with the Company in past.
3. **Recognition or awards:** An accomplished leader in agriculture, Mr. Susheel Kumar has been widely recognized for his ability to drive growth and achieve business excellence even in challenging markets. His contributions span building advanced AI and digital ecosystems, fostering a strong people-first culture, and leading successful business turnarounds.
4. **Job Profile and his Suitability:** Mr. Susheel Kumar will be in-charge of overall operations of the Company with powers of management of whole of the affairs of the Company, except in the matters which, as per the Articles of Association, the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) 2015, may be specifically required to be approved by the Board of Directors/Committees or by the shareholders of the Company. He shall exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper or in the interest of the Company.

Payment of proposed remuneration to Mr. Susheel Kumar as a Managing Director is considered suitable, considering the size of the Company, his qualifications, knowledge and his rich experience as mentioned above.

5. **Remuneration proposed/Terms & Conditions of appointment:** As detailed in the Explanatory Statement of resolution No. 2 and 3.
6. **Comparative remuneration profile:** Taking into consideration the size and past performance of the Company and the responsibilities conferred upon to him and the industry benchmarks, the remuneration proposed to be paid to Mr. Susheel Kumar is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

7. **Pecuniary Relationship:** Except remuneration as mentioned above, Mr. Susheel Kumar does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company.

III. Other Information:

1. Reasons for loss or inadequate profits:

During the nine months ended 31st December 2025, the Company incurred a loss before tax of Rs. 6,048 Mn., primarily due to lower EBITDA resulting from headwinds in the refinery business, elevated sugarcane prices, and stagnation in sugar and ethanol prices, coupled with an increase in foreign exchange losses arising from the weakening of the Indian rupee. Despite these headwinds, the Company reported a profit before tax of Rs. 375 Mn. for the quarter ended 31st December 2025, supported by improved performance in the new crushing season, higher refinery margins, a substantial reduction in foreign exchange losses, and other cost-reduction initiatives undertaken by the Company.

2. Steps taken or proposed to be taken for improvement:

The Company is implementing various initiatives to reduce finance and operating costs. Significant savings in finance costs have already been achieved through the refinancing of ECB loans, lower SOFR, improved working capital management, and timely loan repayments. The Company also continues to identify opportunities to streamline operating costs and enhance efficiency. These combined efforts to reduce costs and increase revenues are expected to continue, with the objective of improving financial performance in the coming years.

For the quarter ended 31st December 2025, the Company delivered a resilient financial performance, supported by steady topline growth, resulting in EBITDA of Rs. 2,908 Mn., compared with Rs. 583 Mn. for the corresponding period in the previous year, representing growth of 399%.

3. Expected increase in productivity and profits in measurable terms:

In view of the initiatives undertaken by the Company to reduce finance and operating costs, increase revenues, and improve operating efficiencies, together with the increased focus on ethanol production, the Company expects further improvements in profitability in the coming years.