



1st September 2025

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dept. of Corporate Service
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400 001

NSE Symbol: RENUKA

BSE Scrip Code: 532670

Sub: Notice of 29th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of 29th Annual General Meeting ('AGM') of the Company scheduled on **Tuesday, 23rd September 2025 at 11:00 a.m.** (IST) through Video Conferencing (VC). Notice of the 29th AGM of the Company is being sent via email to the Shareholders on Monday, 1st September 2025, whose email addresses are registered as with the Company /Company's Registrar and Share Transfer Agent (RTA) / Depositories as on Friday, 22nd August 2025.

Further, the Company has fixed Tuesday, 16th September 2025 as the cut-off date to determine the eligibility of the Members to cast their vote by remote e-voting and e-voting during the 29th AGM of the Company. The remote e-voting period will commence from Saturday, 20th September 2025 (9:00 a.m. IST) and end on Monday, 22nd September 2025 (5:00 p.m. IST).

The said AGM Notice along with the Annual Report for the financial year 2024-25 is available on Company's website www.renukasugars.com.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Shree Renuka Sugars Limited**

Deepak
Madhav
Manerikar
Date: 2025.09.01
16:27:56 +05'30'

Deepak Manerikar
Company Secretary

Encl: As above

Shree Renuka Sugars Limited

Corporate Office: 7th Floor • Devchand House • Shiv Sagar Estate • Dr. Annie Besant Road • Worli Mumbai 400 018 • Maharashtra • India

P +91 22 2497 7744/4001 1400 **F** +91 22 2497 7747 **E** info@renukasugars.com

Registered Office: 2nd / 3rd Floor, Kanakshree Arcade, CTS No. 10634, JNMC Road, Nehru Nagar, Po: Belagavi- 590 010 • Karnataka • India

P +91 831 2404000 **F** +91 831 2404961

W www.renukasugars.com • Corporate Identification No.: L01542KA1995PLC019046

29th AGM Notice

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of **Shree Renuka Sugars Limited** ("the Company") will be held on **Tuesday, 23rd September 2025 at 11:00 a.m.** through Video Conferencing ("VC") to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 together with the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Charles Loo Cheau Leong (DIN: 08737827), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ravi Gupta (DIN: 00133106), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

5. Appointment of Mr. Dorab Mistry (DIN: 07245114) as the Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 framed thereunder and Regulation 17, 25 and other applicable regulations the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and

approval of the Board of Directors, the consent of the Shareholders be and is hereby accorded to appoint Mr. Dorab Mistry (DIN: 07245114), who is eligible for appointment and has consented to act as a Director and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, as the Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years w.e.f. from 1st November 2025;

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

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 197, read with Schedule V and other applicable provisions of the Act and the Rules framed thereunder, Mr. Mistry shall be entitled to receive the remuneration/fees/commission as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders, from time to time;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. Remuneration of Mr. Atul Chaturvedi (DIN: 00175355), Executive Chairman

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

"RESOLVED THAT pursuant to Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with

Schedule V of the Act and the Rules made there underincluding any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the payment of annual remuneration with effect from 1st April 2025 and annual bonus in the year 2025–26, to Mr. Atul Chaturvedi (DIN: 00175355), Executive Chairman of the Company, as per details set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the said remuneration shall be the minimum remuneration that shall be paid in the event of no profit or inadequacy of profits in any financial year during the tenure of his appointment, subject to necessary approvals as may be required in this regard;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. Remuneration of Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO

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

"RESOLVED THAT pursuant to Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the payment of annual remuneration with effect from 1st April 2025 and annual bonus in the year 2025–26, to Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO of the Company, as per details set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the said remuneration shall be the minimum remuneration that shall be paid in the event of no profit or inadequacy of profits in any financial year during the tenure of his

appointment, subject to the necessary approvals as may be required in this regard;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. Remuneration of Mr. Ravi Gupta (DIN: 00133106), Executive Director

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

"RESOLVED THAT pursuant to Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation made by the Nomination and Remuneration Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for payment of annual remuneration with effect from 1st April 2025 and annual bonus in the year 2025–26, to Mr. Ravi Gupta (DIN: 00133106), Executive Director of the Company, as per details set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the said remuneration shall be the minimum remuneration that shall be paid in the event of no profit or inadequacy of profits in any financial year during the tenure of his appointment, subject to the necessary approvals as may be required in this regard;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

9. Appointment of M/s. GDR & Partners LLP as the Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions,

if any, of the Companies Act, 2013 ("the Act"), and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and based on recommendation of the Audit Committee and the Board of Directors, consent of the Shareholders be and is hereby accorded for the appointment of M/s. GDR & Partners LLP, Company Secretaries, (Firm Registration No. L2024KR016500) as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 on such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors from time to time;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

10. Ratification / Approval of remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, consent of the Shareholders be and is hereby accorded to the payment of remuneration of ₹ 650,000/- (Rupees Six Lakhs Fifty Thousand only) (plus applicable tax and out of pocket expenses, if any, for the purpose of Cost Audit) to M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 000219) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending 31st March 2026;

RESOLVED FURTHER THAT any of the Executive Directors, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorised, severally, to do all such acts and to execute all such documents as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

Sd/-
Deepak Manerikar
Company Secretary

Regd. Office:

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

Date: 7th August 2025

Place: Mumbai

Notes for e-AGM Notice

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 09/2024 dated 19th September 2024 and Circular – SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 issued by the Securities and Exchange Board of India ("SEBI") and any other circulars issued from time to time by MCA and SEBI (collectively the "Circulars"), companies are allowed to hold its Annual General Meeting through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM"), without the physical presence of Shareholders at a common venue. Hence, in compliance with the Circulars, the 29th Annual General Meeting ("AGM") of the Company is being held through VC.

1. The Company has appointed M/s. KFin Technologies Limited, Registrar and Transfer Agent ("KFin/Registrar/RTA"), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting of the AGM.
2. A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Shareholder of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Shareholders will not be available and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of Shareholders through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 ("the Act").
4. Corporate/ Institutional Shareholders intending to authorize their representatives to participate and vote at the AGM are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to csgaurav@vmls.in with a copy marked to einward.ris@kfintech.com.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Shareholders during the AGM. All the documents referred to in the Notice will also be available for electronic inspection without

any fee from the date of circulation of this Notice up to the date of AGM, i.e. 23rd September 2025. Shareholders seeking to inspect such documents can send an e-mail to groupcs@renukasugars.com.

The Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Businesses given in the Notice of the AGM 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 / re-appointment and revision in remuneration at this AGM is annexed as **Appendix 1 & 2**. A statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, with reference to resolutions no. 6, 7 and 8, is given herewith as **Appendix 3**.

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

6. In the case of joint holders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote at the AGM.
7. Details of unpaid / unclaimed dividend, shares/ dividend transferred to IEPF Authority are uploaded as per the requirements, on the Company's website at www.renukasugars.com. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed at www.iepf.gov.in.

The Shareholders whose dividend / shares have been transferred to the IEPF Authority can claim their dividend / shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority.

8. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Company has provided a facility to its Shareholders to cast their votes electronically through the electronic voting ("e-voting") facility provided by KFin. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate

in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Shareholders holding shares in dematerialized mode, physical mode and for Shareholders who have not registered their email addresses is provided in the 'Instructions for e-voting and VC participation' section which forms part of this Notice.

9. Shareholders holding shares either in physical or dematerialized mode, as on cut-off date, i.e. Tuesday, 16th September 2025, may cast their votes electronically. **The remote e-voting period commences on Saturday, 20th September 2025, (9:00 a.m. IST) and ends on Monday, 22nd September 2025, (5:00 p.m. IST).** The remote e-voting module will be disabled by KFin thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of Shareholders shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, 16th September 2025. A person who is not a Shareholder as on the cut-off date is requested to treat this Notice for information purposes only.
10. The facility for e-voting during the AGM will also be made available. Shareholders present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
11. Any person holding shares in physical mode or a person, who acquires shares and becomes a Member of the Company after dispatch of the AGM Notice but on or before the cut-off date, i.e. Tuesday, 16th September 2025, such person may obtain the User ID and Password from KFin by e-mail request on einward.ris@kfintech.com / rajeev.kr@kfintech.com.
12. Shareholders are requested to address all communication relating to shares to the Company's RTA i.e., KFin Technologies Limited

Address: Selenium Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Rangareddy, Telangana, India,

Toll free Number: + 1800 309 4001

WhatsApp Number: (91) 910 009 4099

E-mail id: einward.ris@kfintech.com

Investor Support Centre: <https://kprism.kfintech.com/>

KFINTECH Corporate Website: <https://www.kfintech.com>

RTA Website (Investor Services): <https://ris.kfintech.com>

KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>

13. Communication through e-mail: Shareholders may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event-based documents etc. in electronic form to the e-mail address of the respective Shareholders.

Further, as per the statutory requirement, the above-mentioned documents are also disseminated on the Company's website www.renukasugars.com.

14. To support the Green Initiative and to receive all communication from the Company electronically, the Shareholders who have not yet registered their email addresses are requested to register the same in the following manner:
 - a) Shares held in demat form: with their Depository Participants (DPs);
 - b) Shares held in physical form: with the Company at groupcs@renukasugars.com or Registrar and Share Transfer Agent of the Company, KFin Technologies Limited at einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM <https://kprism.kfintech.com/>.

Shareholders may note below detailed process for placing a request for any updations:

Type of holder	Process to be followed
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by e-mail to einward.ris@kfintech.com or by post to KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032

Type of holder	Process to be followed	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

The said forms can be downloaded from the Company's website <https://renukasugars.com/shareholders-service/>.

This initiative would enable the Shareholders to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the MCA and your Company's desire to participate in the initiative. If there is any change in e-mail ID, Shareholder can update his / her e-mail ID in the same manner as mentioned above.

15. New initiatives by Company's RTA

a) Online application for Investor Query

Shareholders are hereby notified that our RTA, KFin Technologies Limited basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated 8th June 2023, have launched an online application for investors to execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, and e-Meeting and e-Voting details, which can be accessed at <https://ris.kfintech.com/default.aspx#> > Investor Services > Investor Support.

Shareholders are requested to register / signup, using their Name, PAN, Mobile and email ID. Post registration, users can login via OTP. Quick link to access the signup page: <https://kprism.kfintech.com/signup>.

b) Senior Citizens – Investor Support

As part of the initiative, our RTA in order to enhance investor experience for Senior Citizens, have developed a Senior Citizens investor cell to assist exclusively the Senior

Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

Senior Citizens (above 60 years of age) wishing to avail this service can send the communication with the below details to the e-mail ID, senior.citizen@kfintech.com.

- ID proof showing Date of Birth
- Folio Number
- Company Name
- Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information.

c) KPRISM Mobile App

A Mobile application for all users to review their portfolio being managed by KFINTECH is available in the Play store and App Store. Users are requested to download the application and register with their PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.

- SEBI vide its Circular dated 16th March 2023 in supersession of earlier Circular dated 3rd November 2021, read with clarification dated 14th December 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs)

and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated.

17. Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled in and signed Form ISR – 4.
18. SEBI vide its notification dated 24th January 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Shareholders are advised to dematerialise the shares held by them in physical form. Shareholders can contact KFin/ the Company for assistance in this regard.
19. In compliance with the Circulars, the Notice of the 29th AGM, the Annual Report for financial year 2024-25, and instructions for e-voting are being sent through electronic mode to those Shareholders whose email addresses are registered with the Registrar / Depositories as at closing hours of business on Friday, 22nd August 2025.

Shareholders may also note that the Notice of the 29th AGM and the Annual Report FY 2024-25 will also be available on the Company's website at www.renukasugars.com, websites of the Stock Exchanges, i.e. BSE and NSE, at www.bseindia.com and www.nseindia.com, respectively and on the website of Company's Registrar KFin: <https://evoting.kfintech.com>.
20. The Board has appointed CS Gaurav Kulkarni of SKGK Associates LLP, (Membership No. FCS 12834) (CP No. 15459), Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

21. The Scrutinizer will submit his Report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the AGM. The results declared along with the Scrutinizer's report shall be communicated to the stock exchanges and the RTA and will also be displayed on the Company's website www.renukasugars.com.
22. Since the AGM will be held through VC in accordance with the Circulars, the route map is not attached to this Notice.

23. Instructions for e-voting and VC participation:

- a. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Company has provided a facility to its Shareholders to exercise their votes electronically through the e-voting facility provided by KFin. The instructions for e-voting are given below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs to increase the efficiency of the voting process.
- c. 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.
- d. The process and manner of remote e-voting is explained as below:
 - i. Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.
 - ii. Access to KFin's e-voting system in case of Shareholders holding shares in physical and non-individual Shareholders in demat mode.

i) Access to depositories e-voting system in case of individual Shareholders holding shares in demat mode

Type of Member	Login Method
Individual Shareholders holding equity shares in demat mode with NSDL	<p>A) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company's name or e-Voting service provider's name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.</p> <p>B) Existing Internet-based Demat Account Statement ("IDeAS") facility Users:</p> <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. After successful authentication, Shareholders 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. Click on Company name or e-voting service provider i.e. KFinTech. Shareholders will be re-directed to KFinTech's website for casting their vote during the remote e-voting period and voting during the AGM. <p>C) Users not registered under IDeAS e-Services:</p> <ol style="list-style-type: none"> Visit: https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>D) By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit the e-voting website of NSDL https://www.evoting.nsdl.com/. 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. Shareholders 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. After successful authentication, Shareholders will be redirected to NSDL Depository site wherein they can see e-voting page. 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 and voting during the AGM. Shareholders can also download the NSDL Mobile App "NSDL Speed-e" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of Member	Login Method
Individual Shareholders holding equity shares in demat mode with CDSL	<p>A) Existing user who have opted for Electronic Access to Securities Information ("Easi / Easiest") facility:</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com Click on New System Myeasi. Login to MyEasi option under quick login. Login with the registered user ID and password. Shareholders will be able to view the e-voting menu. 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"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. A above to cast your vote. <p>C) By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> Visit www.cdslindia.com Provide Demat Account Number and PAN System will authenticate user by sending OTP on registered mobile and e-mail 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. Shareholders will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.
Individual Shareholders (holding equity shares in demat mode) logging through their Depository Participants	<ol style="list-style-type: none"> Shareholders 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, Shareholders will be able to view e-voting option. Upon clicking on e-voting option, Shareholders 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 the Company's name or KFinTech. Shareholders 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: Shareholders 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 equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Login type	Helpdesk details
NSDL	Email: evoting@nsdl.co.in / Tel.: 1800 1020 990 and 1800 224 430
CDSL	Email: helpdesk.evoting@cdslindia.com / Tel.: 022- 23058738 or 022-23058542-43

ii) Access to KFinTech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

I) Shareholders whose e-mail IDs are registered with the Company / Depository Participants, will receive an e-mail from KFinTech 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://emeetings.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) 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.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Shareholders 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 Shareholder to change their password and update their contact details viz. mobile number, e-mail ID etc. on first login. Shareholders 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 Shareholders do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Shareholders 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., 9076 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, a Shareholder 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. A Shareholder may also choose the option ABSTAIN. If a Shareholder 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. Shareholders 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 Shareholder does not desire to cast their vote on any specific item, it will be treated as abstained.

- x. A Shareholder 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 Shareholder has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s).

II) Shareholders whose e-mail IDs are not registered with the Company/ Depository Participants and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Shareholders who have not registered their e-mail address, thereby not being in receipt of the Annual Report, Notice of the AGM and e-voting instructions, may temporarily get their e-mail address and mobile number submitted with KFinTech by following the below steps:
 - (a) Visit the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
 - (b) Select the Company name i.e. Shree Renuka Sugars Limited
 - (c) Select the Holding type from the drop down i.e. – NSDL/ CDSL/Physical.
 - (d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - (e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- (f) In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- (g) Enter the e-mail address and mobile number.
- (h) System will validate DP ID – Client ID/Folio number and PAN/share certificate number, as the case may be, and send an OTP at the registered mobile number as well as e-mail address for validation.
- (i) Enter the OTP(s) received by SMS and e-mail to complete the validation process. The OTP(s) will be valid for 5 (five) minutes only.
- (j) The Notice and e-voting instructions along with the User ID and Password will be sent on the e-mail address updated by the Shareholder.
- (k) Please note that in case the shares are held in demat form, the above facility is only for temporary registration of e-mail address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such Shareholders will have to register their e-mail address with their DPs permanently, so that all communications are received by them in electronic form.
- ii. Shareholders are requested to follow the process as guided to capture the e-mail address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Shareholders

may write to einward.ris@kfintech.com.

- iii. Alternatively, Shareholders may send an e-mail request at the e-mail ID einward.ris@kfintech.com along with scanned copy of the request letter, duly signed, providing their e-mail 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 Annual report, Notice of the AGM 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 Shareholders and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

General guidelines for VC participation

- i. Shareholders will be able to attend the AGM through VC platform provided by KFinTech. Shareholders may access the same at <https://emeetings.kfintech.com> / by using the e-voting login credentials provided in the e-mail received from the Company / KFinTech.
- ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.
- iii. Click on the video symbol and accept the meeting etiquettes to join the Meeting. Please note that Shareholders who do not have the User ID and Password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.
- iv. The 'Vote Now Thumb sign' on the left-hand corner of the video screen shall be activated upon instructions of the Chairman during

the AGM proceedings. Shareholders shall click on the same to take them to the "Insta-poll" page and Shareholders to click on the "Insta-poll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

- v. Those Shareholders who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through Insta-poll at the Meeting. Shareholders who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Shareholders are not entitled to cast their vote again at the Meeting.
- vi. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- vii. The facility of joining the AGM through VC shall be opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM. This does not include large Shareholders/ shareholders (Shareholders/ shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors, etc. who are allowed to attend the AGM without any restrictions.
- viii. Shareholders will be allowed to attend the AGM through VC on first come first served basis.
- ix. Shareholders will be required to allow "camera" and use internet with a good speed to avoid any disturbance during the Meeting.
- x. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- xi. **AGM Questions prior to e-AGM:** Shareholders who would like to express their views/ask questions during the AGM may log onto <https://emeetings.kfintech.com> and click on "Post your Questions". Thereafter, the Shareholders may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, e-mail ID, mobile number. "Post your Questions" link shall commence from Saturday, 20th September 2025 at 9.00 a.m. and shall close on Monday, 22nd September 2025 at 5.00 p.m.
- xii. **Speaker Registration during e-AGM session:** Shareholders who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com/> and clicking on "Speaker Registration". You would have to mention the demat account number/folio number, city, e-mail ID, mobile number and then click on submit. The speaker registration shall commence on Saturday, 20th September 2025 at 9.00 a.m. and shall close on Monday, 22nd September 2025 at 5.00 p.m. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM.
- xiii. Shareholders attending the AGM through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
- xiv. Contact details for addressing e-voting grievances:
- M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Toll-free No.: 1800 309 4001
E-mail: einward.ris@kfintech.com.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
25. The voting result declared along with the Report of the Scrutinizer shall be placed on the website of the Company, viz. www.renukasugars.com and on the website of KFinTech <https://evoting.kfintech.com> immediately after the declaration of result by the Chairman or by a person duly authorised by him. The results shall also be immediately forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
26. Subject to receipt of requisite number of votes, the resolutions as stated in this Notice shall be deemed to have been passed on the date of the AGM i.e., 23rd September 2025.

Appendix – 1: Explanatory Statement

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 5 to 10 of the accompanying Notice.

Item No. 5: Appointment of Mr. Dorab Mistry (DIN: 07245114) as the Independent Director

In accordance with Regulation 17 of the SEBI Listing Regulations, Section 149 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors ("the Board") of the Company, on recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the appointment of Mr. Dorab Mistry (DIN: 07245114) as the Independent Director of the Company for a term of 5 (five) years w.e.f. 1st November 2025 subject to approval of the Shareholders.

Mr. Mistry has in the past, been associated with the Company as the Independent Director for a period of 6 years from August 2016 to August 2022. His second term as the Independent Director ended on 21st August 2022. As per Section 149(11) of the Act, Mr. Mistry is eligible for appointment on completion of 3 years of ceasing to be the Independent Director of the Company.

Further as per Regulation 17(1A) of the SEBI 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. Mistry will attain the age of 75 years during his term as the Independent Director of the Company.

As the Independent Director of the Company, Mr. Mistry will be entitled to such remuneration as approved by the Shareholders of the Company from time to time in addition to the sitting fee for attending the meetings of the Board or Committee(s) 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.

The Company has received following disclosures from Mr. Mistry:

- (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 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations;
- (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties; and
- (v) 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. Mistry has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

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

The NRC has considered his multi-disciplinary skills, leadership capabilities, and rich expertise in the area of operations of the Company, being the key requirements for this role. The NRC has also considered the valuable contributions made by Mr. Mistry during his previous tenure as the Independent Director.

Accordingly, the NRC and the Board are of the view that Mr. Mistry is a person of integrity and possesses the requisite skills and capabilities, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, for the time being in force, for being appointed as the Independent Director of the Company.

Mr. Mistry is independent of the management of the Company and is not related to any Director or Key Managerial Personnel ("KMP") of the Company. Hence, it is desirable and in the interest of the Company to appoint him as the Independent Director.

A brief profile and other details of Mr. Mistry as required under the provisions of Secretarial Standard -2 on General Meetings read with the SEBI Listing Regulations are annexed to this Notice in **Appendix – 2**.

The terms and conditions of appointment of Mr. Mistry as the Independent Director are uploaded on the website of the Company at www.renukasugars.com and would also be made available at the Registered Office of the Company for inspection to the Shareholders without any fee, during business hours on working days, upto the date of the Annual General Meeting i.e. Tuesday, 23rd September 2025.

Except Mr. Mistry, 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. 5, 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. 5 of the Notice for approval by the Shareholders of the Company, to be passed as a Special Resolution.

Item No. 6: Remuneration of Mr. Atul Chaturvedi (DIN: 00175355), Executive Chairman

The Shareholders of the Company had at the 25th Annual General Meeting held on 2nd September 2021, approved the re-appointment of Mr. Atul Chaturvedi as the Executive Chairman for a period of five years w.e.f. 30th October 2021, including the terms of remuneration. In the said resolution, the Shareholders authorized the Board/NRC to revise, amend, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be permitted in accordance with the provisions of the Act and as may be agreed to between the Board and Mr. Chaturvedi, subject to the consent of the Shareholders.

Despite the lower cane crushing by around 20% during the financial year 2024–25 due to adverse crop conditions, the Company saw an increase in the domestic volumes of sugar to 418K MT as compared to 347K MT during the previous year, a growth of almost 21%. The distillery sales also grew by around 13% to 15.4 Cr liters as compared to 13.7 Cr liters in the previous year. This, coupled with some efficient working capital management and other measures taken to reduce the interest burden, resulted in a stable

EBITDA and reduction in losses from ₹ 559.5 Cr. in the previous year, to ₹ 255.8 Cr. in the financial year 2024–25.

Considering the stable performance of the Company inspite of the adverse conditions, rich experience, knowledge and leadership capabilities of Mr. Chaturvedi, the Board, based on the recommendation of the NRC at their meetings held on 14th May 2025, has approved revision in the annual remuneration of Mr. Chaturvedi from ₹ 43.04 Mn. p.a. to ₹ 44.34 Mn. p.a. with effect from 1st April 2025. It is also proposed to pay an Annual Bonus of ₹ 17.94 Mn. for his performance during the financial year 2024–25 as compared to ₹ 20.69 Mn. in the previous year. The proposed remuneration is subject to the approval of the Shareholders.

The details of the revised remuneration are as follows:

Salary, Perquisites and Allowances of Mr. Atul Chaturvedi:

a)	Basic	₹ 24,862,068/- p.a.
b)	House Rent Allowance	₹ 7,985,556/- p.a.
c)	Special Allowance	₹ 2,762,124/- p.a.
d)	Leave Travel Allowance	₹ 1,292,160/- p.a.
e)	Additional House Rent Allowance	₹ 2,365,128/- p.a.
f)	Ex-Gratia	₹ 2,071,008/- p.a.
g)	Performance Incentive	₹ 3,000,000/- p.a.

In addition to the above, Mr. Chaturvedi will be entitled to the following perquisites and benefits as per the rules of the Company:

- Gratuity as per the Payment of Gratuity Act, 1972.
- Leave or encashment thereof as per the Leave Policy of the Company.

h) Other Perquisites:

Subject to the ceiling on remuneration of ₹44.34 Mn. p.a. and annual bonus as mentioned hereinabove or such additional limit as may be approved by the Board and the Shareholders from time to time, Mr. Chaturvedi may be given such other allowance, perquisite, benefits as the Board or the NRC thereof may determine from time to time. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

i) Valuation of perquisites:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

j) Minimum Remuneration:

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Act and rules made thereunder. The maximum remuneration payable to Mr. Chaturvedi, by way of salary, perquisites and allowances, incentive / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed ₹ 62.28 Mn. p.a.

k) General Terms & Conditions:

Mr. Chaturvedi will not be paid any sitting fees for attending any meetings of the Board of Directors or Committees thereof. Mr. Chaturvedi shall not be liable to retire by rotation while he continues to hold the office of Executive Chairman and he shall not be reckoned for the purpose of determining rotation or retirement of Directors or in fixing the number of Directors liable to retire by rotation.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with the SEBI Listing Regulations are provided as **Appendix – 2** hereto and a statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, is given herewith as an **Appendix – 3**.

The consent of the Shareholders is being sought by way of a Special Resolution for the revision of the annual remuneration of Mr. Chaturvedi with effect from 1st April 2025, and payment of an annual bonus as per details given herein above.

Except Mr. Chaturvedi, none of the other Directors, Key Managerial Personnel of the Company and any of their relatives are in any way, concerned or interested in the resolution set out at Item No. 6, 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. 6 of the Notice for approval by the Shareholders of the Company, to be passed as a Special Resolution.

Item No. 7: Remuneration of Mr. Vijendra Singh (DIN: 03537522), Executive Director & Dy. CEO

The Shareholders of the Company through Postal Ballot on 27th May 2023 approved the re-appointment of Mr. Vijendra Singh (DIN: 03537522) as the Executive Director & Dy. CEO for a further period of 5 years w.e.f. 10th May 2023 including the terms of remuneration.

In the said resolution, the Shareholders authorized the Board/NRC to revise, amend, alter and vary the terms and conditions of appointment and/or remuneration in such manner as may be permitted in accordance with the provisions of the Act and as may be agreed to between the Board and Mr. Singh, subject to the consent of the Shareholders.

There was a reduction in cane production during the financial year 2024-25 in major cane growing belts of Maharashtra and Karnataka by around 20% due to early cane flowering, which resulted in lower cane availability for crushing. Despite these headwinds, the Company managed to achieve higher sugar volumes and ethanol sales and also managed a stable EBITDA and reduction in losses from ₹ 559.5 Cr. in the previous financial year to ₹ 255.8 Cr. in the financial year 2024-25.

Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Singh, the Board, based on the recommendation of the NRC at their meetings held on 14th May 2025, has approved an increase in the annual remuneration of Mr. Singh from ₹ 42.06 Mn. p.a. to ₹ 43.33 Mn. p.a. with effect from 1st April 2025. It is also proposed to pay an Annual Bonus of ₹ 17.53 Mn. for his performance during the financial year 2024-25 as compared to ₹ 13.48 Mn. for the previous year. The proposed remuneration is subject to the approval of the Shareholders.

The details of the revised remuneration are as follows:

Salary, Perquisites and Allowances of Mr. Vijendra Singh:

a)	Basic	₹ 24,037,392/- p.a.
b)	House Rent Allowance	₹ 2,952,936/- p.a.
c)	Special Allowance	₹ 6,487,032/- p.a.
d)	Leave Travel Allowance	₹ 1,194,552/- p.a.
e)	Additional House Rent Allowance	₹ 2,365,128/- p.a.
f)	Ex-Gratia	₹ 2,002,320/- p.a.
g)	Company Vehicle	₹ 39,600/- p.a.
h)	Meals Card	₹ 46,800/- p.a.
i)	Performance Incentive	₹ 3,000,000/- p.a.

In addition to the above, Mr. Vijendra Singh will be entitled to the following perquisites and benefits as per the rules of the Company:

- Provident Fund (Company's contribution) – ₹ 1,200,000/- p.a.
- Gratuity as per the Payment of Gratuity Act, 1972.
- Leave or encashment thereof as per the Leave Policy of the Company.

j) Other Perquisites:

Mr. Singh may be given such other allowance, perquisite, benefits as the Board or NRC thereof may determine from time to time within the overall limit of ₹ 43.33 Mn. p.a. and annual bonus as mentioned hereinabove. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

k) Valuation of perquisites:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

l) Minimum Remuneration:

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Act and rules made thereunder. The maximum remuneration payable to Mr. Singh, Executive Director & Dy. CEO by way

of salary, perquisites and allowances, incentive / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed ₹ 60.86 Mn. p.a.

k) General Terms & Conditions:

Mr. Singh will not be paid any sitting fees for attending any meetings of the Board or Committees thereof. He shall be reimbursed for all expenses including traveling, communication and entertainment incurred by him in connection with the Company's business. Mr. Singh re-appointed as a Director immediately on retirement by rotation shall continue to hold his office of Executive Director & Dy. CEO and such reappointment as such Director shall not be deemed to constitute a break in his appointment as Executive Director & Dy. CEO, notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, the Executive Director & Dy. CEO shall ipso facto and immediately cease to be the Executive Director & Dy. CEO if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with the the SEBI Listing Regulations are provided as **Appendix – 2** hereto and a statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, is given herewith as an **Appendix – 3**.

The consent of the Shareholders is being sought by way of a Special Resolution for the revision of the annual remuneration of Mr. Singh with effect from 1st April 2025, and payment of an annual bonus as per details given herein above.

Except Mr. Singh, 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. 7, 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. 7 of the Notice for approval by the Shareholders of the Company, to be passed as a Special Resolution.

Item No. 8: Remuneration of Mr. Ravi Gupta (DIN: 00133106), Executive Director

The Shareholders of the Company through Postal Ballot on 25th March 2022, approved the appointment of Mr. Ravi Gupta as the Executive Director for a period of five years w.e.f. 28th October 2021 including the terms of remuneration.

Under the leadership of Mr. Ravi Gupta, the refinery division saw an increase of 7% in the sales of Madhur, the Company's consumer pack. The refinery division contributed 73% of the total revenue and 78% of the total EBITDA of the Company for the financial year 2024-25.

Considering the performance, experience, rich knowledge and leadership capabilities of Mr. Gupta, the Board, based on the recommendation of the NRC at their meetings held on 14th May 2025 has approved an increase in the annual remuneration of Mr. Gupta from ₹ 22.53 Mn. p.a. to ₹ 23.43 Mn. p.a. with effect from 1st April 2025. It is also proposed to pay an annual bonus of ₹ 13.14 Mn. for his performance during the financial year 2024-25 as compared to ₹ 13.91 Mn. for the previous year. The proposed remuneration is subject to the approval of the Shareholders.

The details of the revised remuneration are as follows:

Salary, Perquisites and Allowances of Mr. Ravi Gupta:

a) Basic	₹ 10,209,684/- p.a.
b) House Rent Allowance	₹ 5,104,848/- p.a.
c) Special Allowance	₹ 4,367,364/- p.a.
d) Leave Travel Allowance	₹ 818,088/- p.a.
e) Ex-Gratia	₹ 850,464/- p.a.
f) Fuel & Maintenance	₹ 300,000/- p.a.
g) Mediclaim Insurance	₹ 19,320/- p.a.
h) Meal Card	₹ 46,800/- p.a.

In addition to the above, Mr. Gupta will be entitled to the following perquisites and benefits as per the rules of the Company:

- Provident Fund (Company's contribution) – ₹ 1,225,164/- p.a.
- Gratuity as per the Payment of Gratuity Act, 1972 amounting to ₹ 490,848/- p.a.
- Leave or encashment thereof as per the Leave Policy of the Company.

i) Other Perquisites:

Subject to the ceiling on remuneration of ₹ 23.43 Mn. p.a. and annual bonus as mentioned hereinabove. or such additional limit as may be approved by the Board and the Shareholders from time to time as mentioned herein below. Mr. Gupta may be given such other allowance, perquisite, benefits as the Board or NRC thereof may determine from time to time. The nomenclature of allowance/ reimbursement and corresponding amount thereof can be revised as per the rules of the Company.

j) Valuation of perquisites:

Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

k) Minimum Remuneration:

In the event of absence or inadequacy of profits of the Company in any financial year, the remuneration, as mentioned herein above, shall not be reduced but shall be payable as per the provisions of Schedule V to the Act and rules made thereunder. The maximum remuneration payable to Mr. Gupta, Executive Director, by way of salary, perquisites and allowances, incentive / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed ₹ 36.57 Mn. p.a.

l) General Terms & Conditions:

Mr. Gupta will not be paid any sitting fees for attending any meetings of the Board or Committees thereof. Mr. Gupta will be re-appointed as a Director immediately on retirement by rotation and shall continue to hold his office of Executive Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as an Executive Director, notwithstanding anything to the contrary contained herein or in any offer deed, documents or writings, the Executive Director shall ipso facto and immediately cease to be the Executive Director if he ceases to hold office of Director for any cause and in that event he shall not be entitled to any compensation for loss of office.

The details required under the provisions of Secretarial Standard-2 on General Meetings read with the SEBI Listing Regulations are provided as **Appendix - 2** hereto and a statement pursuant to the provisions of Section II of Part II of Schedule V of the Act, is given herewith as an **Appendix - 3**.

The consent of the Shareholders is being sought by way of a Special Resolution for the revision of the annual remuneration of Mr. Gupta with effect from 1st April 2025, and payment of annual bonus as per details given herein above.

Except Mr. Gupta, 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. 8, 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. 8 of the Notice for approval by the Shareholders of the Company, to be passed as a Special Resolution.

Item No. 9: Appointment of M/s. GDR & Partners LLP as the Secretarial Auditor

As per Regulation 24A of the SEBI Listing Regulations, a listed entity is required to undertake Secretarial Audit by a peer reviewed Company Secretary in Practise, and the Secretarial Audit Report shall be annexed with the Annual Report of the Company. For the purpose of Secretarial Audit, the Company shall appoint either an individual Practising Company Secretary for a term of not more than five consecutive years or a firm of Practising Company Secretaries for not more than two terms of five consecutive years.

In this regard, based on the recommendation of the Audit Committee at its meeting held on 6th August 2025, the Board of Directors, at its meeting held on 7th August 2025, approved the appointment of M/s. GDR & Partners LLP, Company Secretaries (Firm Registration No.L2024KR016500), as the Company's Secretarial Auditors for five consecutive years commencing from FY2025-26 to FY2029-30 on such remuneration, as may be mutually agreed upon between the Board and the Secretarial Auditors, subject to Shareholders approval. After taking into account the eligibility of the firm's qualification, experience, competency, and the independence of the partner of the firm, M/s. GDR & Partners LLP fulfils the eligibility criteria for being appointed as the Secretarial Auditors of the Company.

The Company has received a consent letter from the M/s. GDR & Partners LLP, confirming its willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

M/s. GDR & Partners LLP, Company Secretaries, hereby affirms its compliance with Regulation 24A(1B) of the SEBI Listing Regulations in providing services to the Company. Further, M/s. GDR & Partners LLP confirms that they hold a valid peer review certificate issued by the Institute of Company Secretaries of India and it fulfills all the eligibility criterias and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated 31st December 2024.

Profile of GDR & Partners LLP, Company Secretaries

GDR & Partners LLP is a firm of practicing Company Secretaries specializing in comprehensive advisory services for corporate, non-corporate entities, institutions and entrepreneurs. Partnered by 6 former Presidents of the Institute of Company Secretaries of India ("ICSI"), the firm is driven by their extensive experience spanning in areas of Corporate and Commercial Laws, India Entry Services, Corporate Restructuring, Compliance and Assurance, Insolvency & Bankruptcy, Contract Management, Labour and Industrial Laws and related areas.

Some of the key service areas of the firm include India Market Entry, Global Partnerships, Capital Raising, Secretarial audits and other compliance solutions, Strategic Corporate Restructuring, Insolvency & Bankruptcy Resolution, Governance, Risk & Compliance and Corporate Secretarial Excellence. The firm has its presence in New Delhi, Mumbai, Pune, Indore and Bengaluru.

The partners of the firm are experts in the field of Corporate and Securities Laws, Capital Market Transactions, Corporate Restructuring, Fund Raising, FEMA, ESG etc. They have been associated with various Committees formed by SEBI and the Ministry of Corporate Affairs and also are prolific speakers in various forums.

The partners bring more than 2 decades of rich experience in their area of practice in diverse areas. The Board is of the view that the rich and diverse expertise of the partners of the firm would be of immense benefit to the Company. Hence, the Board recommends their appointment as Secretarial Auditors of the Company for a term of 5 years.

The remuneration of the Secretarial Auditor shall be determined by the Board from time to time on the recommendation of the Audit Committee. The Board, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, KMP and their relatives are, in any way, concerned or interested in the resolution at Item No. 9 of the accompanying Notice 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 at Item No. 9 of the accompanying Notice for approval by the Shareholders of the Company, as an Ordinary Resolution.

Item No. 10: Approval/Ratification of remuneration of Cost Auditors

The Board of Directors, on the recommendation of the Audit Committee, at its meeting held on 6th August 2025, has approved the appointment of M/s. B. M. Sharma and Co., Cost Accountants, as Cost Auditors of

the Company, to conduct the audit of the cost records of the Company for the financial year 2025-26 on a remuneration of ₹ 650,000/- (Rupees Six Lakhs Fifty Thousand only) plus applicable tax and out-of-pocket expenses, if any. Pursuant to the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is subject to approval by the Shareholders of the Company.

Accordingly, the consent of the Shareholders is sought for approval of the remuneration payable to the Cost Auditors for the financial year 2025-26.

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. 10, 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. 10 of the Notice for approval by the Shareholders of the Company, to be passed as an Ordinary Resolution.

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

Sd/-
Deepak Manerikar
Company Secretary

Regd. Office:

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

Date: 7th August 2025

Place: Mumbai

Appendix – 2

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

a) Information of Directors seeking appointment / re-appointment at the AGM

Particulars	Mr. Charles Loo Cheau Leong (DIN: 08737827) Non-Executive Director	Mr. Ravi Gupta (DIN: 00133106) Executive Director	Mr. Dorab Mistry (DIN: 07245114) Independent Director
Date of Birth	23 rd January 1974	22 nd January 1970	7 th April 1953
Age	51 years	55 years	72 years
Nationality	Singaporean	Indian	British
Date of first appointment	1 st June 2020	28 th October 2021	22 nd August 2016
Qualification	<ul style="list-style-type: none"> Graduated from Nanyang Technological University with a Bachelor of Accountancy with Second-Class Honours. Chartered Accountant with Institute of Singapore Chartered Accountants. 	<ul style="list-style-type: none"> Commerce Graduate Postgraduate in Forest Management from Indian Institute of Forest Management. 	<ul style="list-style-type: none"> Commerce and Law Graduate from Mumbai University Chartered Accountant.
Brief Profile, Experience, and Expertise in specific functional areas	<p>Mr. Charles Loo Cheau Leong has been appointed as the Chief Financial Officer (CFO) of Wilmar International Limited since June 2020. He is responsible for group accounts, tax, finance, treasury and risk management functions of the Wilmar group of companies.</p> <p>Mr. Charles joined the Wilmar group in 2010 as Senior Finance Manager and was appointed Deputy CFO in January 2020 and as the Deputy Chief Operating Officer with effect from February 2024. His past positions include Group Financial Controller at Allied Technologies Limited, Assistant Financial Controller at Nippecraft Limited and Senior Manager (Assurance) at Ernst and Young.</p>	<p>Mr. Ravi Gupta is a renowned figure in the Sugar and Ethanol industry. He has over 30 years of experience in trading, supply chain and manufacturing of commodity businesses, having worked both at strategic and operational levels. He has worked with the world's leading commodity companies such as Louis Dreyfus, COFCO and AWB in leadership roles.</p> <p>He is associated with Shree Renuka Sugars Limited 2013, prior to which, he was Managing Director of Noble (now COFCO) in India.</p> <p>He is an industry voice to the Government for Sugar and Ethanol policy. He is also a Member of the country's premier industry associations. Currently, he holds position of Co- Chairman of WTO Trade and Investment committee of ASSOCHAM, CII National Committee on Bio Energy, Member of task force on Sugar and Ethanol in</p>	<p>Mr. Dorab Mistry is a distinguished commodity expert, particularly renowned for his analysis of palm oil price behaviour.</p> <p>Currently, Mr. Mistry serves as the Non-Executive Chairman of AWL Agri Business Limited since 2022.</p> <p>Since 1997, he has been a regular speaker at major commodity conferences and is frequently featured on business channels such as Bloomberg. His professional journey with the Godrej Group commenced in 1976, and he currently holds directorships at Godrej International Ltd., Godrej UK Ltd., and Godrej International Trading and Investments Pte Ltd. He served as the Vice President of the International Association of Seed Crushers from 2006 to 2008. In June 2013, he was honoured with the Officer of the Order of the British Empire (OBE) in the Queen's Diamond Jubilee Honours List.</p>

Particulars	Mr. Charles Loo Cheau Leong (DIN: 08737827) Non-Executive Director	Mr. Ravi Gupta (DIN: 00133106) Executive Director	Mr. Dorab Mistry (DIN: 07245114) Independent Director
		Confederation of Indian Industry (CII), Chairman of Export and Ethanol Committee of AISTA and Executive Committee Member of West India Sugar Mills Association (WISMA).	In the past, Mr. Mistry has been associated with Shree Renuka Sugars Limited as the Independent Director on the Board for a period of 6 years.
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"> Audit Committee (Member) Allotment Committee (Member) 	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 (Member) 	Directorship in Listed Entity: <ul style="list-style-type: none"> AWL Agri Business Limited Committee Position: AWL Agri Business Limited <ul style="list-style-type: none"> Audit Committee – (Member) Nomination and Remuneration Committee – (Member) Risk Management Committee – (Member) Environmental, Social and Governance (ESG) Committee – (Member)
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Directorship in all other public Companies except foreign companies and companies under Section 8 of the Companies Act, 2013	Nil	Anamika Sugar Mills Private Limited	AWL Agri Business Limited
Membership/ Chairman of the Committees of the Board of other public limited companies	Nil	Nil	Nil
Number of shares held in the Company including shareholding as a beneficial owner	Nil	Nil	Nil
Terms and Condition of appointment	To be continued as Non-Executive Director of the Company, liable to retire by rotation.	To be continued as Executive Director of the Company, liable to retire by rotation.	To be appointed as the Independent Director of the Company for a term of 5 years with effect from 1 st November 2025, not liable to retire by rotation.

Particulars	Mr. Charles Loo Cheau Leong (DIN: 08737827) Non-Executive Director	Mr. Ravi Gupta (DIN: 00133106) Executive Director	Mr. Dorab Mistry (DIN: 07245114) Independent Director
Number of meetings of the Board attended during the financial year 2024-25	4 out of 4	4 out of 4	NA
Remuneration last drawn	Nil	₹22.53 Mn. p.a plus, annual bonus of ₹13.91 Mn. p.a	USD 15,000/- p.a. (during his previous term as Independent Director)
Remuneration proposed to be paid	Nil	₹23.43 Mn. p.a plus, annual bonus of ₹13.14 Mn. p.a	Mr. Mistry will be entitled to such remuneration as approved by the Shareholders of the Company from time to time, in addition to sitting fee for attending Board and the Committee meetings.
Relationship with Directors / Managers and other KMP inter-se	None	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	<p>The role and capabilities required in the case of an Independent Director are well defined in the Company's Nomination and Remuneration Policy. Further, the Board has a defined list of core skills/ expertise/ competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Mistry and concluded that he possesses the relevant skills, experience and capabilities to discharge the role of Independent Director.</p>
Justification for appointment as Independent Directors	NA	NA	Please refer the Explanatory Statement of the proposed Special Resolution at No. 5.

b) Information of Directors seeking change in remuneration

Particulars	Atul Chaturvedi (DIN: 00175355) Executive Chairman	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Ravi Gupta (DIN: 00133106) Executive Director
Date of Birth	6 th October 1955	1 st February 1960	22 nd January 1970
Age	69	65	55
Nationality	Indian	Indian	Indian
Date of first appointment	24 th June 2015	10 th May 2011	28 th October 2021
Qualification	<ul style="list-style-type: none"> Post graduate from St. Johns College (Agra University). 	<ul style="list-style-type: none"> B.Sc from- Meerut University. Post-Graduation in Sugar Technology from National Sugar Institute. MBA (Finance). 	<ul style="list-style-type: none"> B.Com from Guru Nanak Dev University. Post-Graduation in Forest Management from Indian Institute of Forest Management.
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 close to 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>Mr. Vijendra Singh is a Bachelor of Science graduate from Meerut University and has done his Post Graduation in Sugar Technology from the National Sugar Institute. Mr. Singh has experience of over 40 years in agro processing industry. He was firstly /originally appointed on the Board of Directors as an Executive Director effective from 10th May 2011. Prior to joining the Company, Mr. Singh was associated with top sugar Companies of India like Bajaj Hindustan Limited, Mawana Sugars Limited and DCM Industries. He has been associated with the Company since September 2010 in various key positions.</p> <p>During his tenure in the Company, he has demonstrated excellent leadership & business skills and a high level of commitment towards company affairs. 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 a special advisor of Solvent</p>	<p>Mr. Ravi Gupta is a renowned figure in the Sugar and Ethanol industry. He has over 30 years of experience in trading, supply chain and manufacturing of commodity businesses, having worked both at strategic and operational levels. He has worked with the world's leading commodity companies such as Louis Dreyfus, COFCO and AWB in leadership roles. He is associated with Shree Renuka Sugars Limited 2013, prior to which, he was Managing Director of Noble (now COFCO) in India.</p> <p>He is an industry voice to the Government for Sugar and Ethanol policy. He is also a Member of the country's premier industry associations. Currently, he holds position of Co-Chairman of WTO Trade and Investment committee of ASSOCHAM, CII National Committee on Bio Energy, Member of task force on Sugar and Ethanol in Confederation of Indian Industry (CII), Chairman of Export and Ethanol Committee of AISTA and Executive Committee Member of West India Sugar Mills Association (WISMA).</p>

Particulars	Atul Chaturvedi (DIN: 00175355) Executive Chairman	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Ravi Gupta (DIN: 00133106) Executive Director
	Extractors Association of India (SEA), a leading trade body of Vegetable Oil Industry. He has been Dy. Chairman of Soybean Processors Association of India (SOPA). He is also associated with CII and headed the Task Force on Edible Oil and Oilseeds.		
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: <ul style="list-style-type: none"> Shree Renuka Sugars Limited: Risk Management Committee (Chairman) Corporate Social Responsibility Committee (Chairman) Allotment Committee (Chairman) Finance Committee (Chairman) Stakeholders' Relationship Committee (Member) 	Directorship in Listed Entity: <ul style="list-style-type: none"> Shree Renuka Sugars Limited Committee Position: Nil	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 (Member)
Listed entities from which the person has resigned in the past three years	Nil	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 	<ul style="list-style-type: none"> Gokak Sugars Limited KBK Chem-Engineering Private Limited Anamika Sugar Mills Private Limited 	<ul style="list-style-type: none"> Anamika Sugar Mills Private Limited
Membership/Chairman of the Committees of the Board of other public limited companies	Adani Agri Fresh Limited Corporate Social Responsibility Committee (Member)	Gokak Sugars Limited Corporate Social Responsibility (Chairman)	None
Number of shares held in the Company including shareholding as a beneficial owner	700,000	Nil	Nil

Particulars	Atul Chaturvedi (DIN: 00175355) Executive Chairman	Vijendra Singh (DIN: 03537522) Executive Director & Dy. CEO	Ravi Gupta (DIN: 00133106) Executive Director
Terms and Conditions of appointment	Please refer the proposed Special Resolution at No. 6 and its Explanatory Statement	Please refer the proposed Special Resolution at No. 7 and its Explanatory Statement	Please refer the proposed Special Resolution at No. 8 and its Explanatory Statement
Number of meetings of the Board attended during the financial year 2024-25	4 out of 4	4 out of 4	4 out of 4
Remuneration last drawn	₹43.04 Mn. p.a. plus, annual bonus of ₹20.69 Mn. p.a.	₹42.06 Mn. p.a. plus, annual bonus of ₹13.48 Mn. p.a.	₹22.53 Mn. p.a. plus, annual bonus of ₹13.91 Mn. p.a.
Remuneration proposed to be paid	Please refer explanatory statement to the proposed Special Resolution at No. 6	Please refer explanatory statement to the proposed Special Resolution at No. 7	Please refer explanatory statement to the proposed Special Resolution at No. 8
Relationship with Directors / KMP/ Promoters inter-se	None	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	NA

Appendix – 3

(Statement pursuant to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 ("the Act") with reference to the Resolutions at Item No. 6, 7 and 8)

I. General Information:

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

Sr. No.	Particulars	(₹ in Mn.)			
		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	Audited figures for the year ended 31.03.2022
1.	Total Revenue (Gross)	102,794	108,327	86,862	62,091
2.	Profit/(Loss) before tax	(3,036)	(3,935)	(1,227)	1,215
3.	Net Profit/(Loss)	(2,558)	(5,595)	(1,357)	1,131

- Foreign Investments or Collaborations, if any:** Investments in Overseas Companies as on 31st March 2025 is ₹ 10.16 million. There are no foreign Collaborations.

II. Information about the appointee:

Mr. Atul Chaturvedi

- Background details:** Mr. Atul Chaturvedi (Age: 69) 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 field of Manufacturing, Trading and Agri Infrastructure Development. He has been associated with the 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/ has served as Director are market leaders in their category and have done pioneering work. 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. He was declared as "Globoil Man of the Year- 2013" for his contribution to Vegetable Oil Industry. Mr. Chaturvedi is

associated with various Organizations 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 The Soybean Processors Association of India (SOPA). He is also associated with CII and headed the Task Force on Edible Oil and Oilseeds. Mr. Chaturvedi is a regular face on Business Channels like CNBC, Bloomberg, Zee Business etc. and his views are well respected by the trade and industry.

- Past Remuneration:** ₹ 43.04 Mn. p.a. inclusive of perquisites, reimbursements, and allowances as per the terms of appointment and rules of the Company, plus Annual bonus ₹ 20.69 Mn. for his performance during the previous year.
- Recognition or awards:** Mr. Chaturvedi has received many awards/recognitions over the years, like Best Analyst award from ZEE, Agri leadership award etc. He was declared as "Globoil Man of the Year-2013" for his contribution to Vegetable Oil Industry.
- Job Profile and his Suitability:** Mr. Chaturvedi is in-charge of overall operations of the

Company with substantial powers of management, except in the matters which may be specifically required to be done by the Board either by the the Act or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors 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. Chaturvedi 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. 6.
6. **Comparative remuneration profile:** Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Chaturvedi is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7. **Pecuniary Relationship:** Except remuneration as mentioned above, Mr. Chaturvedi does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company.

Mr. Vijendra Singh

1. **Background details:** Mr. Vijendra Singh (Age: 65) is a Bachelor of Science graduate from Meerut University and has done his Post Graduation in Sugar Technology from the National Sugar Institute. Mr. Singh has experience of over 40 years in agro processing industry. He was firstly/ originally appointed on the Board of Directors as an Executive Director effective from 10th May 2011.

Prior to joining the Company, Mr. Singh was associated with top sugar Companies of India like Bajaj Hindustan Limited, Mawana Sugars Limited and DCM Industries. He has

been associated with the Company since September 2010 in various key positions. During his tenure in the Company, he has demonstrated excellent leadership and business skills and high level of commitment towards company affairs.

2. **Past Remuneration:** ₹ 42.06 Mn. p.a. inclusive of perquisites, reimbursements, and allowances as per the terms of appointment and rules of the Company, plus Annual bonus of ₹ 13.48 Mn. for his performance during the previous year.
3. **Recognition or awards:** Nil.
4. **Job Profile and his Suitability:** Mr. Vijendra Singh is overall incharge of production of Sugar, Power and Ethanol. He has played key roles in the implementation of various projects in India as well as outside India. Taking into consideration his qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. He is having substantial powers of management in his area of activities, except in the matters which may be specifically required to be done by the Board either by the Act or by the Articles of Association of the Company and shall also exercise and perform such powers and duties as the Board of Directors may from time to time determine 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.
5. **Remuneration proposed/Terms and Conditions of appointment:** As detailed in the Explanatory Statement of resolution No. 7.
6. **Comparative remuneration profile:** Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Singh is commensurate with the remuneration packages paid to similar senior level appointees in other companies.
7. **Pecuniary Relationship:** Except remuneration as mentioned above, Mr. Singh does not have any pecuniary relationship directly or indirectly with the Company or any relationship with the managerial personnel of the Company.

Mr. Ravi Gupta

1. **Background details:** Mr. Ravi Gupta has over 30 years of multi agro commodity experience in Sugar, Ethanol, Grains and Oilseeds etc. He has been working with the Company since 2013. He started his career with government run cooperative "TRIFED" and was the Managing Director of Noble (now COFCO) in India prior to joining the Company in 2013. Other companies he has worked with are Louis Dreyfus, Bajaj Hindustan Limited and Australia Wheat Board.

He is passionate about sugar and ethanol industry in India and has contributed immensely to Ethanol Blending Policy in India. He is an honorary member of West India Sugar Mills Association (WISMA), Member of task force on sugar of Confederation of Indian Industry (CII), Member of Ethanol Group of Indian Federation of Green Energy (IFGE), Chairman of Export and Ethanol Committee of AISTA.

2. **Past Remuneration:** ₹ 22.53 Mn. p.a. inclusive of perquisites, reimbursements and allowances as per the terms of appointment and rules of the Company, plus Annual bonus of ₹ 13.91 Mn. for his performance during the previous year.
3. **Recognition or awards:** Nil.
4. **Job Profile and his Suitability:** Mr. Ravi Gupta is overall in charge of marketing and sales of sugar and export of sugar. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. He is having substantial experience in his area of activities.
5. **Remuneration proposed/Terms & Conditions of appointment:** As detailed in the Explanatory Statement of resolution No. 8.
6. **Comparative remuneration profile:** Taking into consideration the size and past performance of the Company and the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to Mr. Gupta is commensurate with the remuneration packages paid to similar senior level appointees in other companies.

7. **Pecuniary Relationship:** Except remuneration as mentioned above, Mr. Gupta 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 financial year 2024-25, the Company incurred loss because of a substantial decrease in cane availability due to adverse crop conditions. In spite of this, Company's net loss reduced from ₹ 5,595 Mn. to ₹ 2,558 Mn. during the financial year 2024-25 mainly due to reduction in finance cost and other cost reduction measures taken by the Company.

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

The Company is taking various initiatives to reduce costs such as reduction in finance costs, operating costs, and improving efficiencies expected to continue resulting in better financial performance of the Company.

During the year, the Company has delivered a resilient financial performance driven by the steady topline resulting in consolidated EBITDA growth of 2% despite low cane availability. The Company continues to focus on strengthening its balance sheet, optimising working capital and investing in strategic upgrades to support long-term profitability. Also, various initiatives will be taken to reduce costs such as a reduction in finance costs and operating costs, and improve efficiency.

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

Considering the favourable policy initiatives of the Government in the upcoming season for sugar and ethanol industry and the various steps taken by the Company for reducing finance and operating cost, improving efficiencies and the increased thrust of the Company on production of ethanol, the Company is hopeful of further improving profitability in the years to come.